

STANDARD AGREEMENT AMENDMENT

STD. 213 A (Rev 6/03)

☒ CHECK HERE IF ADDITIONAL PAGES ARE ATTACHED 84 Pages



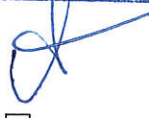
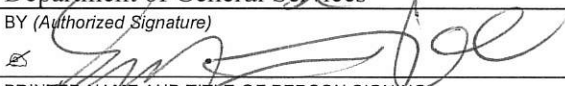
AGREEMENT NUMBER	AMENDMENT NUMBER
5149904-001	3
REGISTRATION NUMBER	

1. This Agreement is entered into between the State Agency and Contractor named below:
STATE AGENCY'S NAME
Department of General Services
CONTRACTOR'S NAME
TravelStore Inc.
2. The term of this Agreement is March 6, 2015 through April 4, 2018
3. The maximum amount of this Agreement after this amendment is: **\$1,800,000**
4. The parties mutually agree to this amendment as follows. All actions noted below are by this reference made a part of the Agreement and incorporated herein:
 1. **Page 2 Exhibit A, #2 Contractor Personnel and Qualifications, Section B:** Remove 'Contractor shall provide dedicated travel agents in sufficient number to meet all service requirements of this contract.' and replace with 'b) Contractor shall provide dedicated travel agents, a number to be mutually agreed upon between the Contractor and DGS, to meet all service requirements of this contract.'
 2. **Page 2 Exhibit A, #2 Contractor Personnel and qualifications, Section B:** Add 'Global Distribution System'.
 3. **Page 3 Exhibit A, #3 Service Hours, Section A:** Remove 'Contractor agents must log into the DGS phone system daily and work the dedicated toll free and local telephone number for routine travel reservations during normal business hours Monday through Friday 8:00 am to 5:00 PM pacific time, excluding weekends and state holidays.' and replace with 'Contractor agents must log into the approved Automatic Call Distributor (ACD) phone system daily and work the dedicated toll-free and local telephone number for routine travel reservations during normal business hours, at a minimum, Monday through Friday, 8:00 AM to 5:00 PM Pacific Time, excluding weekends and state holidays.'
 4. **Page 3 Exhibit A, #3 Service Hours, Section B:** Remove 'Contractor shall provide adequate service to meet the scope of work during normal business hours.' and replace with 'The ACD phone system, at a minimum, must provide remote agent capabilities, historical and real-time reporting, call monitoring and routing, and up-to-date software with the latest technology.'
 5. **Page 3 Exhibit A, #4 Office Space:** Remove 'telephones' and add 'access to'.
 6. **Page 3 Exhibit A, #4 Office Space:** Remove 'for those contractors onsite'.
 7. **Page 3 Exhibit A, #4 Office Space:** Remove '\$60.00' and replace with '\$65.00'.
 8. **Page 4 Exhibit A, #5 Online Booking Tool, Section xv:** Remove 'BTA' and replace with 'Central Travel Account (CTA).'
 9. **Page 8 Exhibit A, #15 Reconciliation, Section A:** Remove 'Contractor shall develop a reconciliation process utilizing data captured through the reporting tool, including reconciliation procedures or programs, such as written guides and computerized programs to assist state department and optional users with reconciling monthly statements, credits, disputed items and fraud alert procedures.' and replace with 'Contractor shall support the reconciliation process utilizing data captured through the reporting tool.'
 10. **Page 9 Exhibit A, #17 State Travel Contracts, Section A Air Contracts (iii):** Remove 'BTA and replace with "CTA.'
 11. **Page 9 Exhibit A, #17 State Travel Contracts, Section C Lodging (ii):** Remove 'If there is a state per diem green hotel in the traveler's preferred location, the Contractor must offer that hotel as the first option.'

The effective date of this amendment is the date approved and signed by Department of General Services, Office of Legal Services.

All other terms and conditions shall remain the same.

IN WITNESS WHEREOF, this Agreement has been executed by the parties hereto.

CONTRACTOR		CALIFORNIA Department of General Services Use Only
CONTRACTOR'S NAME (If other than an individual, state whether a corporation, partnership, etc.) TravelStore, Inc.		
BY (Authorized Signature) 	DATE SIGNED (Do not type) 11-8-17	
PRINTED NAME AND TITLE OF PERSON SIGNING Trudy Flores, Sr. Vice President / G.M.		
ADDRESS 1750 Howe Avenue, Suite 320, Sacramento, CA 95825		 
STATE OF CALIFORNIA		
AGENCY NAME Department of General Services		
BY (Authorized Signature) 	DATE SIGNED (Do not type) 12/6/17	
PRINTED NAME AND TITLE OF PERSON SIGNING Sonny Eboigbe, Master Agreement Unit 1 Supervisor		<input type="checkbox"/> Exempt per:
ADDRESS 707 3 rd Street, 2 nd Floor, West Sacramento, CA 95605		

SCOPE OF WORK

EXHIBIT A

The term of this contract is December 15, 2014 or upon signature and approval of the Department of General Services (DGS) designee, whichever occurs last, through April 4, 2018. The time period between the contract award and the "Go Live Date" must be used by the incoming contractor to prepare to initiate service on April 5, 2015 at no cost to the DGS. Payment of monthly Management Fee shall not commence until April 5, 2015. The DGS may, at its sole option, execute any of the optional two year extensions.

Termination for convenience: In addition to any other provision of this contract, the DGS Procurement Division (PD), on behalf of the Office of Fleet and Asset Management (OFAM) Statewide Travel Program (STP), may terminate this contract or cancel a portion of the services for any reason by giving the Contractor a minimum of thirty days written notice.

1. DEFINITIONS

State Employee

For the purpose of this contract, a State Employee is an officer or employee of the Executive Branch of California State Government.

Optional Users

In addition to the officers and employees of the Executive Branch, the following may, but are not required to, obtain travel services under this contract providing they are on authorized State business and/or authorized pursuant to local laws.

- a) Non-Salaried:
Persons who are on official State business and whose travel expenses are paid by the State (this includes volunteers, members of official task forces, consultants and members of some commissions and boards, and wards of the State)
- b) Elected Constitutional Officers:
Governor, Lieutenant Governor, State Controller, Attorney General, Secretary of State, Superintendent of Public Instruction, State Treasurer, Insurance Commissioner, members of the Board of Equalization, and members of the staff of the above constitutional officers
- c) State Legislative Branch:
Members of the State Senate, Members of the State Assembly, and Legislative staff members
- d) State Judicial Branch:
Justices, officers, and employees of the Supreme Court of California, the Courts of Appeal, the Judicial Council of California and the State BAR of California.
- e) Executive Protection:
Persons providing executive protection to anyone authorized to use these contracted rates.
- f) Local Agencies:
Elected officials and other personnel of local agencies within California, to the extent that the

travel is undertaken in accordance with the laws governing those agencies; persons employed by or affiliated with the California League of Cities (CLC), the California State Districts Association (CSDA), the California State Association of Counties (CSAC) or affiliated organizations. Whenever the term "State Business" is used in this contract that term shall be read to include- with respect to travel undertaken under the authority of local agencies, CLC, CSDA, CSAC or the affiliated organizations referred to herein--the official business of those entities.

- g) California State University System (CSU), University of California System (UC) and California Community Colleges (CCC):
Persons on official business for higher level education within California that are supported with public funds and are authorized by action of and operated under the oversight of a publicly constituted local or State educational agency.
- h) Kindergarten Through Grade Twelve (K-12) Public School Districts:
Persons on official business for K-12 educational institutions that are supported with public funds and are authorized by action of and operated under the oversight of a publicly constituted local or State educational agency.

Travel Arranger

Individual responsible for making travel reservations with the Travel Management Services (TMS) provider. The Travel Arranger may or may not be the Traveler.

Travel Coordinator

A single point of contact responsible for serving as the liaison between the STP and each state department. The Travel Coordinator is responsible for coordinating travel requirements with the TMS provider, ensuring compliance with state travel policies, and issuing authorization (if requested) for the travel services.

2. CONTRACTOR PERSONNEL AND QUALIFICATIONS

- a) Contractor shall provide one onsite manager who shall be dedicated full time to the Contract. The onsite manager shall work closely with the DGS Contract Administrator and Travel Manager, and is responsible for communicating and resolving customer complaints, billing complaints, contract matters and errors on behalf of the Contractor. The onsite manager shall have at least five years of experience in the delivery of volume travel services of at least 25,000 transactions per year.
- b) Contractor shall provide dedicated travel agents, a number to be mutually agreed upon between the Contractor and DGS, to meet all service requirements of this contract. Each travel agent shall have at least three years of experience in arranging domestic travel and shall be experienced in using the Global Distribution System (GDS) and ticketing equipment to be used in performance of the contract. At least two of the travel agents shall be international specialists with at least five years of experience handling complex international travel. At least two of the agents shall have at least three years of experience in booking group travel. The travel agents shall be familiar with the state's travel policies and regulations and the requirements of this scope of work.
- c) Contractor shall assign an accounting person. This individual will assist in handling disputes

arising from debit memos, lost tickets, refunds, credits and service fees. This individual shall also provide support services for payment system reconciliation and reporting.

- d) After contract award, Contractor shall provide resumes for the onsite manager and the travel agents within 60 days.
- e) Contractor shall have work performance monitored on an agreed upon evaluation time period to ensure productivity standards are met.
- f) Appropriate travel agent backup support shall be provided as necessary to ensure continuity of service, regardless of call volume or travel agent absence.
- g) Contractor shall provide additional travel agents to maintain the appropriate service levels.
- h) Contractor shall be able to accommodate an increase in usage within the State travel program.
- i) Contractor shall be knowledgeable of and in compliance with all applicable laws, ordinances, rules, regulations and orders of the city, county, state and federal or public bodies having jurisdiction affecting worldwide travel services.
- j) Contractor shall be held responsible for all agent errors. The Contractor shall pay the difference between the rate charged for transportation fares, lodging, rental vehicle, and the lowest available rates for such services. Appropriate documentation for the errors will be required.
- k) Contractor shall be held responsible for the payment of any debit memos.

3. SERVICE HOURS

- a) Contractor agents must log into the approved Automatic Call Distributor (ACD) phone system daily and work the dedicated toll-free and local telephone number for routine travel reservations during normal business hours, at a minimum, Monday through Friday, 8:00 AM to 5:00 PM Pacific Time, excluding weekends and state holidays.
- b) The ACD phone system, at a minimum, must provide remote agent capabilities, historical and real-time reporting, call monitoring and routing, and up-to-date software with the latest technology.
- c) Staffing support shall be provided for scheduled and unscheduled absences for the travel agents and travel manager.
- d) Contractor shall provide a live agent for service any time outside of normal business hours. The after-hours service must have access to the Contractor's system for making changes and reservations for travel, and have the capability to provide all travel services.

4. OFFICE SPACE

DGS shall provide cubicles, access to monthly telephone ACD service, voice data lines, and utilities to generate travel reservations. Onsite personnel will be given an access badge for building entrance. A parking garage adjacent to the DGS is currently available for \$65 a month and is subject to increase at any time. The DGS is not responsible for the agents' parking or transportation costs.

If needed, the DGS will provide a locked storage closet where the onsite agents can secure their printers, server, etc. Any additional hardware and supplies associated with the contract shall be provided by the Contractor. This includes, but is not limited to, chairs, desktop PCs, printers, and headsets.

Contractor shall abide by all current Enterprise Technology Solutions (ETS) policies and procedures for Internet which can be located at: <http://www.dgs.ca.gov/iso/Policy.aspx>

5. ONLINE BOOKING TOOL

- a) Contractor shall provide an industry-wide recognized online booking tool, made available 24 hours a day, 7 days a week.
- b) Contractor shall create and customize each state department or optional user online site to meet its travel needs at no cost to the DGS.
- c) Contractor shall provide support that will include unlimited training for all users on the use and functionality of the tool, online user support, and printable user guides/tutorials.
- d) Contractor's online booking tool must:
 - i) provide access to live inventory in all GDS markets to ensure travelers have access to the lowest fares available.
 - ii) provide the ability to facilitate Direct Connect bookings with Southwest-Airlines using the latest technology.
 - iii) provide full content and full functionality with non-ARC participating carriers, specifically Southwest Airlines.
 - iv) provide the capability to input and transmit a rapid rewards number at the time of reservation.
 - v) provide real-time fare searching capability (i.e. airline and hotel).
 - vi) provide the capability to book one-way trips, round trips, and multi-segments trips.
 - vii) provide the capability to add a car or hotel to a previously completed air reservation and include the additional reservation information on the original itinerary.
 - viii) provide the capability to save, clone and share trips.
 - ix) offer a secure, password protected site preventing unauthorized access.
 - x) provide the capability guest traveler booking functionality.
 - xi) provide access to all smartphone and tablet applications.
 - xii) permit the use of the major ARC (Legacy Carriers) and non-ARC (Southwest and other Low Cost Carriers [LCC]) participating carriers.
 - xiii) permit the use of online changes and exchanges (change-modify functionality) for non-ARC participating carriers, specifically Southwest Airlines.
 - xiv) permit the use of online changes to be made by the traveler (primary method) and the GDS (secondary method).
 - xv) contain a payment authorization system that allows for multiple billing/payment options which include payment by personal credit card and/or the Central Travel Account (CTA) .
 - xvi) provide a pre-trip approval process to obtain multiple levels of approval via an automated process.
 - xvii) provide the capability to hold a reservation.
 - xviii) capture information about the travel arrangements at the time of booking, i.e. travel itinerary details and trip approvals.
 - xix) track and display onscreen to the user unused tickets for all airlines by traveler name and provide residual value to the user as part of the booking process.
 - xx) book AMTRAK tickets for California routes.
 - xxi) support specific departmental policy identifying acceptable and non-acceptable travel rules.
 - xxii) capture customized fields to track ,required data (i.e. travel approval numbers, cost centers, billing/accounting codes, etc.).
 - xxiii) identify all state contracted airfares and preferred travel vendors with an icon.
 - xxiv) identify and display state certified green hotels with customized icons and sort by priority within the lowest rate available.
 - xxv) provide carbon footprint data for any component of a trip where it is available.

6. ELECTRONIC AND INFORMATION TECHNOLOGY ACCESSIBILITY

- a) Within six months of the "Go Live Date", and prior to each subsequent release, the Contractor shall document that the online booking tool complies with all applicable technical and functional

performance criteria, as determined by customer agencies, of:

- i) Section 508 of the Rehabilitation Act of 1973, as amended (29 U.S.C. Sec. 794d), and regulations Implementing that act as set forth in 36 CFR 1194, "Electronic and Information Technology Accessibility Standards," and
 - ii) Title II of the Americans with Disabilities Act of 1990, as amended (42 U.S.C. 12101 et seq.) including, but not limited to, compliance with the accessibility standards of the Web Content Accessibility Guidelines (WCAG) 2.0 Level AA for web-based applications and other electronic and information technology.
- b) The Contractor shall include accessibility testing in the Software Development Life Cycle (SDLC) for all releases and certify, in its release notes, that the release complies with the accessibility standards specified in Paragraph 1.
 - c) The Contractor shall, at a minimum, conduct a regression test annually for conformance to accessibility standards specified in Paragraph 1 and publish a test report that documents the test plan, tools, methodologies followed, and the results.
 - d) The Contractor shall conduct required accessibility testing using commonly available assistive technology products, including but not limited to, screen reading software, screen magnification software, braille displays, and speech recognition software.
 - e) All electronic documentation, training materials, and challenge response password systems must also meet the applicable accessibility standards specified in Paragraph 1.
 - f) During the course of the contract, the Contractor shall, at all times, be prepared to provide improved or additional accessibility through the continued application of new or revised Web Content Accessibility Guidelines (WCAGs) and as determined necessary by the state to ensure employees with disabilities are able to independently acquire the same information, engage in the same interactions, and enjoy the same services within the same timeframe as individuals without disabilities, with substantially equivalent ease of use.
 - g) The DGS shall have the final authority to determine whether the online booking tool, subsequent releases thereof, and all electronic documentation and training materials comply with the accessibility requirements of Paragraphs 1 and 6. In the event that a deficiency is identified, the Contractor shall promptly correct the problem to the satisfaction of the DGS.

7. TRAVELER PROFILES

- a) Contractor shall maintain traveler profiles, with the capability of adding, changing or deleting profiles.
- b) Contractor shall train authorized staff on how to add, change or delete profiles.
- c) Contractor shall have a data feed capability within the online booking tool for loading and creating multiple new users at one time.
- d) Contractor shall provide .automatic profile synch technology.
- e) Contractor shall, upon request, establish detailed traveler information profiles to record and accommodate traveler's preferences.
- f) Contractor shall ensure that all profiles are kept current with information provided by the DGS.

8. AGENT SERVICES.

- a) Contractor shall provide the DGS with a dedicated ARC number, International Air Transport Association (IATA) number, and pseudo city code. Contractor is responsible for all associated fees and must maintain them at no cost to the DGS for the entire term of the contract.
- b) Contractor shall provide professional travel agent and related services to assist the state in meeting its travel needs for various types of domestic and international business travel.
- c) Contractor shall schedule, book and ticket air transportation, rail, rental car, and hotel

reservations, and other travel requirements as necessary, for individual and group travelers traveling on behalf of the State.

- d) Contractor shall have the ability to access the state-contracted, discounted airfares and city pairs.
- e) Contractor shall have the ability to book and integrate non-GDS/non-ARC carriers and the data within the booking process.
- f) Contractor shall provide each traveler and agency/department with a complete electronic trip Itinerary.
- g) Contractor shall secure reservations via a GDS and provide automation to monitor fares on a scheduled basis for the reissuing of tickets when the fare has decreased.
- h) Contractor shall offer the lowest available rates and fares for all travel reservations.
- i) Contractor shall verify rates and fares for all tickets issued. In the event fares are reduced, the Contractor shall search out affected tickets and shall reissue them at lower rates.
- j) Contractor shall make all necessary changes or adjustments in travel documents that may be required due to rescheduling on the part of the state or on part of the traveler prior to the trip or during the trip.
- k) Contractor shall provide credits or refunds for travel services not utilized within seven (7) days of the cancellation or change.
- l) Contractor shall issue a credit on downgraded exchanged tickets to the department/agency originally billed for the ticket. When a department/agency applies for a credit, the Contractor will promptly process the necessary paperwork and the credit should be applied to the state's contracted Travel Payment System (TPS). Under no circumstances shall the Contractor provide any state employee with a cash refund on tickets for official business travel.
- m) Contractor shall comply with each specific departmental travel policy and trip approval requirements as specified by the department or Optional User. Contractor shall document Passenger Name Record (PNR) with exception documentation, reason codes and low fare comparison.
- n) Contractor shall make a timely effort to notify travelers of airport closings and canceled or delayed flights.

9. GLOBAL DISTRIBUTION SYSTEM (GDS)

- a) Contractor shall work in conjunction with the Statewide Travel Program (STP), to install, at no cost to the DGS, a GDS, and all equipment necessary to operate the systems (Including gateway file servers, modems, back-up systems, itinerary printers, ticket printers, cables, etc.) for the travel agents. The DGS will allow the Contractor's equipment and systems to be located at the onsite DGS location or the Contractor's main office. If the ticket printer is located off-site, the Contractor shall ensure the paper tickets are brought to the onsite DGS location.
- b) Contractor shall comply with the requirements for transportation through customized GDS scripting, automated quality control system, and low fare search software to insure the lowest logical fare has been booked in accordance with the travel policies and regulations.
- c) Contractor shall be responsible for maintenance and repairs of the GDS system and printers. When a new version of the GDS program is available, the Contractor shall install and keep all equipment and related software upgraded.

10. TICKET DISTRIBUTION

- a) Contractor shall distribute all tickets accurately.
- b) Contractor shall prepare and process paper documents when electronic tickets are not available.

- c) Contractor shall deliver customized e-ticket itineraries and receipts as requested via email.
- d) Contractor shall deliver all tickets no later than two (2) working days prior to the traveler's scheduled departure, or earlier if requested by the traveler. For bookings within two (2) days of departure, ticketing should be as soon as possible.

11. QUALITY CONTROL

- a) Contractor shall provide a Quality Control Program to ensure reservations are correctly booked and documented.
- b) Contractor shall ensure all PNR are evaluated for accuracy and completeness.
- c) Contractor shall have the automated capability to complete pre-trip audits to ensure that the bookings/fares are adjusted to the lowest logical fare.
- d) Contractor shall have an automated program in place to identify, track and recover value from unused tickets. Users shall be advised, as part of the ongoing booking process, of any unused tickets that can be exchanged to offset costs applicable to a new ticket. Reports must be generated to ensure that no unused ticket expires.
- e) Contractor shall communicate all travel industry issues to the STP, DGS and optional user Travel Coordinators, and Travelers.

12. SECURITY AND DISASTER RECOVERY

- a) Contractor shall create, publish, maintain and deploy disaster recovery plans.
- b) Contractor shall ensure that data is only accessed and used for the purpose of performing the activities that are subject to the contract, and only by those Contractor personnel who require access to perform such activities.
- c) Contractor shall fully cooperate with the state's efforts to investigate any Incident and provide notice to the STP, the Individuals who data was involved, and to others as required by law or deemed appropriate by the State.
- d) Contractor shall identify and repair software bugs or other security gaps that may expose state data to risk of unauthorized access or use.
- e) Contractor shall not share state data with any third party except as required by state or federal law or a valid court order, or with prior written consent from the employee whose records would be disclosed.

13. MANAGEMENT REPORTS

- a) Contractor shall provide and maintain an industry standard back office accounting and reporting system to produce all required management reports.
- b) Contractor shall provide training to the STP, accounting staff and travel administrators on the online reporting tool.
- c) Contractor shall have the ability to track expenses by categories, department name, accounting/billing codes, vendor, volume and traveler.
- d) All transactions processed through the after-hours service center will be included in the monthly travel management reports and financial reconciliation.
- e) Contractor shall provide management reports to the STP and its program users upon request or at regularly defined intervals. All data is owned by the DGS and may be reported to a designated data aggregation service provider.
- f) Contractor shall provide standard commercial and custom reports which includes, but is not limited to, pre and post-trip reporting, fare savings/lost savings, missed opportunities, policy compliance reporting, exception reporting, top travel/markets/vendors, reconciliation reports,

travel booking analysis, online vs. offline transactions, eris.is management reporting, unused ticket reporting, and class of service required by travel policies and regulations.

- g) Contractor shall provide a monthly billing summary detailing the management fee charges and the commissions/credits received each month.
- h) Contractor shall provide unlimited training on the use and functionality of the reporting system.
- i) Contractor shall deliver to each state department and optional user a monthly credit card reconciliation and/or activity billing detail to include transactional detail as necessary to properly associate charges with tracked expenses.
- j) Contractor shall provide a quarterly report card that will benchmark the state against industry standards. In addition, a report card will be established for optional users to benchmark their travel.
- k) Contractor shall provide a report which includes an account summary review at the end of the calendar year and/or fiscal year.

14. SUPPLIER COMMISSIONS, INCENTIVES AND OVERRIDES

- a) Contractor shall return all commissions, incentives and overrides to the DGS.
- b) Contractor shall have systems in place to track all commissions, incentives and overrides earned by the Contractor through booking state business related travel, including air, rail, hotel, car rental, and GDS.
- c) Contractor shall provide the DGS with a monthly report of all commissions, incentives, and overrides received during the month.
- d) Contractor shall provide the DGS with an electronic and/or hardcopy bank statement to include all transactions, including monthly interest.
- e) Contractor shall establish and maintain an interest bearing account (STP Account) and deposit all commissions, incentives and overrides into the STP Account as received on a monthly basis. Any and all disbursements from the STP Account must be approved by the DGS.

15. RECONCILIATION

- a) Contractor shall support the reconciliation process utilizing data captured through the reporting tool.
- b) Contractor shall be able to reconcile and resolve any problems associated with reservations and tickets (includes air, rail, lodging and car rentals).

16. TRAINING

- a) Contractor shall provide regularly scheduled training sessions and webinars. In addition, as needed, facilitate and coordinate travel planning and management at STP's request.
- b) Contractor shall provide training programs for travelers, travel administrators, and travel coordinators.
- c) Contractor shall help plan, prepare and present programs on travel related topics at quarterly Travel Coordinator meetings.
- d) Contractor shall be available for individual state agency and department implementation meetings.

17. STATE TRAVEL CONTRACTS

a) AIR CONTRACTS

- (i) Contractor shall ensure that only authorized users of the STP are given access to the State

air contracts.

- (ii) Contractor shall reserve air travel utilizing the State's airfare travel services contract within the State's airfare policies.
- (iii) Contractor shall charge the agency or department's CTA for airline transportation.

b) CAR RENTAL CONTRACT

- (i) Contractor shall ensure that only authorized users of the STP are given access to the car rental contract.
- (ii) Contractor shall reserve commercial car rentals utilizing the State's commercial car rental contract within the State's car rental policy.
- (iii) Contractor shall use the required form of payment per the commercial car rental contract. Currently, the state's contracted TPS is the form of payment for car rental reservations.

c) LODGING

- (i) Contractor shall ensure that only authorized users of the STP are given access to the preferred lodging program.
- (ii) Contractor shall offer hotel properties certified by the California Green Lodging Program.
- (iii) Contractor shall make available to the State any guaranteed corporate or other discount rates it has negotiated with hotels/motels that are at per diem or less rates. State government travelers utilize the current lodging per diem. For current lodging per diem rates, refer to:
<http://www.calhr.ca.gov/employees/Pages/travel-lodging-reimbursement.aspx>.
- (iv) Contractor shall continue to pursue hotel contracts to negotiate state government rates.
- (v) Contractor shall ensure that their negotiated rate or the government rate is always requested. Where the State has agreements with hotels/motels for discounted government rates, or is able to obtain lower rates than offered by the Contractor, the Contractor shall obtain such rates or lower rates. The State reserves the right to utilize direct access to conference or other types of negotiated rates for hotels when available to obtain the lowest rate. The Contractor shall obtain suitable accommodations within a reasonable proximity to the traveler's ultimate destination.
- (vi) Contractor shall provide lodging reservations which includes initiating and confirming reservations and confirming the rate at which the reservation is made. When a reservation is completely canceled, the Contractor is responsible for canceling the accompanying lodging reservations unless requested not to do so.

18. SUBCONTRACTING

- a) Contractor shall not subcontract with any other travel agencies per the ARC regulation that a group of travel agencies may not use the same ARC number.

19. PERFORMANCE REVIEW/SERVICE LEVEL AGREEMENTS

- a) Contractor shall participate with the STP in monthly and/or quarterly meetings to review performance during the term of the contract.
- b) Contractor shall at all times allow the STP or a duly authorized representative of DGS to conduct such onsite observation and monitoring of the performance of the services including

conducting audits of expenses and revenues. In addition, DGS retains the right to perform random reviews to ensure receipt of all applicable discounts, commissions, and benefits from various vendors.

- c) Contractor shall report on dedicated staff performance, including phone performance, phone monitoring, agent productivity, and customer comments/issues.
- d) Contractor shall investigate each client complaint and provide a response to the client and the STP within two business days.

20. TRANSITION PLAN

The DGS requires a smooth and orderly transition from the Contractor to any successor contractor to ensure minimum disruption and avoid decline in service.

- a) Both incoming and incumbent Contractors shall have a transition plan for assuming and/or transitioning the work outlined within this contract.
- b) Both incoming and incumbent Contractors shall have a mechanism in place for transferring, exporting and/or receiving traveler profiles.
- c) Incumbent Contractor shall book all requests it receives prior to contract expiration regardless of the date of commencement of travel.
- d) Incumbent Contractor shall Issue tickets for booked travel that commences after the transition date.
- e) Both incoming and incumbent Contractors shall cooperate fully if for any reason there is a change in Contractor due to contract termination or expiration.
- f) Both Incoming and Incumbent Contractors shall, upon written notice, furnish phase-in, phase-out services for up to sixty (60) days prior to the expiration date of the contract.

21. IMPLEMENTATION

- a) Upon DGS approval of implementation plan, Contractor shall adhere to the implementation plan as attached hereto.
- b) Contractor shall assign a project manager as a dedicated point of contact during implementation.
- c) Contractor shall attend meetings as required with the STP during the implementation.

22. STATE TRAVEL WEBSITE

- a) Contractor shall develop a user-friendly website where travelers log in for their government travel. The website will direct users to the appropriate travel sites (i.e. online booking tool, reporting tool), provide training, forms, FAQ's, travel news, updates and other helpful travel information.
- b) Contractor's website shall comply with the accessibility requirements as stated in Section 6, Electronic and Information Technology Accessibility, of the Scope of Work.
- c) Contractor shall be responsible for maintaining the website and performing any necessary IT updates.
- d) Contractor, in agreement with the STP, shall name the TMS provider and web URL. The STP has the ultimate authority in determining the onsite travel agency name.

Exhibit A-1

Productivity Standards

In accordance to Exhibit A - Scope of Work, Section 2, Item e), Contractor's work performance will be monitored to ensure productivity standards are met. Contractor agrees to meet the below:

- a) Traveler Satisfaction - Contractor shall conduct surveys quarterly. Scoring is determined on each individual survey on a scale of 1-5 (5 being the highest). Survey scores are totaled and then divided by the number of surveys to calculate the average. Contractor shall maintain an overall service satisfaction of no less than 81 percent.
- b) Customer Service Issues - Customer Service issues will be logged by categories as mutually agreed upon by the Contractor and the State. The categories provide trend information to help understand what types of calls customer service is handling. Contractor and the State shall agree to establish targets to reduce certain categories.
- c) Hold Time - Telephone system hold times shall be an average of eight (8) minutes or less per month.
- d) Agent Productivity (per agent per day worked) - Average agent productivity for an account or team shall be calculated as follows: Total Transactions per month divided by the number of agents. Contractor agrees to maintain an average agent productivity standard of 320 transactions per month.
- e) Abandon Rate - Contractor agrees to manage abandon rates for calls abandoned by callers. Contractor will use phone activity reports provided by the State to identify the number of abandon calls, which is then divided by total calls offered to calculate the abandon rate as a percentage. Contractor agrees to meet an abandon rate of 6%.

Travel Agency Staff Thresholds.

In accordance with Exhibit A- Scope of Work, Section 2, item g), Contractor shall provide additional travel agents to maintain the appropriate service levels. If one or more of the following criteria are met, Contractor agrees to add travel agent staff.

- a) Contractor does not meet productivity standards in Exhibit A-1 for three continuous months. Each service level category will be considered individually. However, the State may determine the need for action based on the Contractor's overall performance.

1st Month: identify the issue and analyze the root cause or reason for not meeting the service level; document findings and draft recommendations if necessary, and implement a corrective action plan.

2nd Month: advise and engage Contractor's and State's senior management to establish of a timeframe for the implementation of the corrective action plan(s); and appropriate remedial measures to resolve the issue(s).

3rd Month: hire agent(s) to meet service levels; re-evaluate measurements where performance is not in compliance with the agreed upon targets.

- b) The number of agent processed transactions exceeds an average of 375 per month.
- c) One million dollars in program growth through the implementation of either a large account or multiple small accounts that rely on agent assisted transactions, i.e. where use of Concur is anticipated to be low.

ATTACHMENT 11
RFP 5149904
MANDATORY SCORED SECTION

Section A: Reservation Process/Service Requirements (100 total points possible)

- *Describe your Global Distribution System (GDS) including the engine being used to search for web fares. Explain the communications you offer to advise travelers of last minute changes, delays, cancellations, etc. to their trip.*
- *Explain how you will handle high volume peak periods, and what types of metrics are used to ensure quality standards of performance are consistently provided.*
- *Describe how commissions and incentives earned are tracked and reconciled, including air, rail, hotel, car rental, and GDS.*
- *Explain your utilization of the unused ticket process and describe the methods/processes that will be used to ensure unused tickets are refunded and/or credited as required.*

GDS AUTOMATION

TravelStore utilizes the Sabre and Apollo GDS reservation systems to access all air, hotel, rail, ferries, transfer shuttles, limousine and car and van availability fares including State negotiated fares for the State of California. Our quality control tool, iQCX, by Cornerstone Technologies (explained in detail below), coupled with Bookingbuilder, our webfare technology and our GDS systems gives us the ability to guarantee we offer the full content and full functionality to provide the lowest airfare fares in the travel industry. **This includes State contracted fares, Southwest direct connect fares; TravelStore negotiated fares and web specific fares and the ability to input and transmit all rapid reward numbers at the time of reservation and ticketing.**

WEB FARES

Your traveler's access web fares via the State customized online booking tool; Concur Travel, as well as from your dedicated onsite travel counselors at the time of booking to identify web-only fares.

TravelStore delivers relevant in-policy travel content to meet the needs of the State of California. With TravelStore and Concur Travel, The State of California has access to multiple Global Distribution Systems (GDS), exclusive direct connects, corporate discounts and Internet-only fares—delivered in a consumer-centric, single view. The solution gives a broad selection of travel choices based on corporate policies and traveler preferences. This eliminates employee guesswork and helps drive in-policy compliance.

Internet sites that are searched include but are not limited to:

- ◆ AA.com (American Airlines)
- ◆ Southwest.com
- ◆ UA.com (United Airlines)
- ◆ BA.com (British Airlines)
- ◆ CO.com (Continental Airlines)
- ◆ Delta.com (Delta Airlines)
- ◆ Kyak.com
- ◆ Expedia.com
- ◆ Travelocity.com
- ◆ Orbitz.com
- ◆ Hotels.com

AIRLINE AIRFARE GUARANTEE

*If a State of California traveler finds an available published airfare online lower than offered by TravelStore, TravelStore will match or pay the difference between that airfare and the lowest available fare for the same routing. The airfare must be on the same class of service on a published airfare available for purchase.

*Consolidator and soft dollar tickets offered through auction websites are excluded from our airfare guarantee.

QUALITY CONTROL

In travel management, accuracy and efficiency are paramount. Our travel consultants concentrate on meeting the State of California's travelers' needs rather than inputting and checking repetitive data. At TravelStore, we have managed this process through the development of automated systems that increase the travel consultant's accuracy at the point of sale and after the reservation are complete.

SCRIPTING

To further enhance our quality assurance we offer customized scripts, which are written programs to automate any GDS function. Scripting is a process we use to increase travel counselor productivity at the point of sale and to ensure reservation accuracy. The primary purpose of scripting is threefold:

- ◆ **Accuracy**—We can write scripts to access information and decrease travel counselors' manual input. This process ensures accuracy by eliminating typing errors.
- ◆ **Speed**—We can write scripts to speed-up certain GDS functions. These scripts may be used with travel counselor input, or programs can be written to eliminate travel counselor input altogether.
- ◆ **Convenience**—We can write scripts to perform complicated GDS functions and make processes user-friendlier.

The primary emphasis of scripting for TravelStore programmers is to allow iQCX (described next) to operate more efficiently with the CRS Systems (Sabre, Apollo, Bookingbuilder reservation systems) and to enable your travel consultants to deliver faster and better service to the traveler.

Point-of-Sale Quality Control and Mid-office Automation: iQCX

An important way to drive efficiency is to have the changes occur in the background where the only thing noticed is improved *service*. We have implemented and configured iQCX to fit the State of California's specific needs.

iQCX does not contain generic or "canned" quality control routines. We are able to customize the quality control procedures and tests to support each client's unique needs. iQCX is a powerful suite, combining the following modules into one integrated Windows-based application:

- ◆ LowFareSearch™—Searches for lower fares during the reservation as well as after the reservation has been made
- ◆ Clearance™—Clears waitlisted flights for lower fares or preferred class of service
- ◆ SeatSearch™—Secures travelers' preferred seats
- ◆ UpGrade™—Upgrades qualified travelers to business or first class as available
- ◆ OnTrack™—Unused Ticket Tracking

We customize the quality control procedures and tests to support each of our clients' needs. We have programed iQCX to fit the State of California's specific needs.

Ensuring Quality and Saving Time

With ResEditor and PoweriQCX, over 125 standard quality checks are conducted on each reservation. Travelers are assured of accurate travel arrangements, while companies are assured the best options for them at the lowest cost are booked and reported accurately.

■ LowFareSearch™

This fare-auditing module examines all reservations at State of California-specified frequency—even after ticketing—in search of lower fares on both the existing and alternate itineraries. If a lower fare is found which complies with your corporate policies, the fare will be automatically re-booked, or, if authorization is required, LowFareSearch will alert the travel counselor. LowFareSearch has a special "Document" mode that is used for reservations that have already been ticketed. The "Document" mode prevents LowFareSearch from automatically rebooking any lower fares until the travel counselor verifies the changes with the traveler. LowFareSearch will repeat the search for lower fares as requested—right up until flight time, if desired. As described above: **This includes State contracted fares, Southwest direct connect fares, TravelStore negotiated fares and web specific fares and the ability to input and transmit all rapid reward numbers at the time of reservation and ticketing.**

Alternate Route Search—a feature of LowFareSearch—can conduct alternate carrier or routing searches for a lower priced fare to the desired destination. If a qualifying lower fare option is found, LowFareSearch will automatically document all necessary information and send the reservation to the travel counselor to notify the traveler. All LowFareSearch activity is included in management reports to identify savings taken and declined by travelers.

◀ Clearance™

If a traveler is placed on a waitlist for a full flight or cheaper fare, our automated systems work behind the scenes, monitoring availability to clear waitlisted segments when confirmable space becomes available. Clearance is especially critical given the air carriers' move away from waitlist monitoring and clearance. Airlines may check their waitlists only once a day to clear waitlisted segments. Clearance *continually* searches flight inventories, attempting to sell the flight's lowest category in the inventory. Through Clearance, State of California travelers' chances of getting the flight or fare requested are greatly improved.

Fulfilling Traveler Preferences

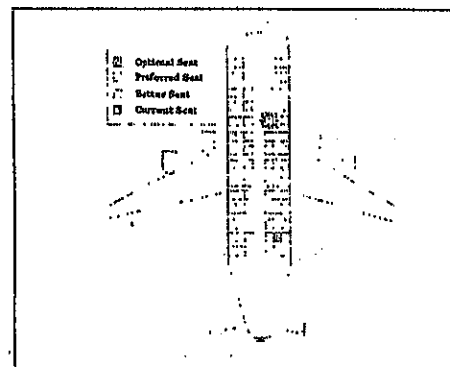
Frequent travelers know how hard it is to get their preferred seats and their frequent traveler upgrades, especially on the first try. IQCX monitors reservations and makes changes automatically, until the very best option is secured. IQCX's SeatSearch and UpGrade modules will make as many changes as necessary to fulfill your travelers' preferences.

SeatSearch™

SeatSearch assures State of California travelers the best possible seat based on their preference, which is documented in the traveler's profile. SeatSearch automates the process of checking and re-checking seat maps by communicating directly with the GDS and comparing travelers' seating preferences with their reserved seats and the current availability.

SeatSearch cancels non-preferred seats and re-books preferred seats as they become available. It will even perform the initial booking if seats have not yet been obtained. If a departure is beyond the GDS' seat booking capabilities, SeatSearch will "remember" the reservation and begin searching for a seat assignment at the earliest possible date. SeatSearch can continue to search for seats until the time the airline takes seating under airport control, which is usually two to four hours before departure.

SeatSearch helps travelers receive better seats 98% of the time.



SeatSearch recognizes preference options in any order and any combination. This graphic illustrates how SeatSearch grades seating for a passenger with an "aisle; forward of the wing, right side" preference.

◆ Upgrade™

Upgrade automatically upgrades qualifying American Gold, United Premium and Delta Medallion passengers to business or first class by communicating directly with the Sabre and Apollo reservation system. Qualifying passengers are upgraded as soon as allowed by carrier rules. With UpGrade, 75 percent of the records are booked in a higher class.

By reading the PNR (passenger name & record) and comparing the time the reservation is made to the time on the GDS' clock, UpGrade will begin attempting to upgrade qualifying segments as soon as each originating segment meets the required number of hours before departure. If the first class cabin is sold out at the onset of the time window, UpGrade will continue to reassess availability to secure the upgrade when it becomes available. Only travelers that desire to be upgraded on all applicable flights are programmed into the system for automatic upgrades; others will be queued to iQCX for automated upgrades when requested.

Providing Better Information More Quickly

We live in an information age and are becoming accustomed to receiving better information quickly and efficiently. iQCXMail sends automated e-mails directly to travelers to provide up-to-the-minute information about reservation changes, travel alerts, and other important information.

◆ OnTrack™-Unused ticket tracking

TravelStore proactively manages the State of California's unused tickets via our automated electronic ticket tracking software, OnTrack. OnTrack provides full details for unused electronic tickets at both the State and individual level thereby allowing our Corporate Travel Consultants to have your travelers unused electronic ticket data at their fingertips. TravelStore also synchronizes unused electronic ticket data with the Concur online booking tool. This synchronization provides a seamless process that alerts travelers to the fact that they have unused tickets at four separate places within the booking process; the travel home page, within the traveler profile, within the airfare results matrix when searching for a flight, and within any flights schedules that contain carriers that the traveler has an used ticket on. Additionally, TravelStore has created a pop-up message that reminds travelers that they may have unused tickets, this reminder message helps to create an awareness that helps drive your travelers to make flight arrangements on carriers where they have unused tickets before they start the booking process. **As an example, TravelStore has saved the State of California over \$1.2 million in unused tickets and voids utilized YTD.**

Manual Quality Control

In addition to our automated quality control products, your travel consultants perform the following manual quality assurance checks on each full service reservation to ensure reservation accuracy for your travelers:

- ◆ Conduct a visual check for the lowest applicable airfare according to the traveler's parameters and corporate travel policy
- ◆ Search for lower fares through the reservation system's automated programming
- ◆ Check the requested city pairs against daily airline briefings and any applicable fare notices
- ◆ Explore opportunities to use alternate airports and routings for fare savings
- ◆ Review the various fare options with the caller

Travel Consultants Coverage during High Volume Peak periods

For greater control and flexibility, all airline, hotel, car, rail reservations and related documents will be issued via Concur Travel or by the State of California on-site dedicated travel consultants. A back-up team of consultants located in TravelStore's Sacramento, California office will be assigned to cover during high volume peak periods or primary travel consultant's vacation and sick time to ensure uninterrupted service. Emergency travel services are provided through TravelStore's 24-hour reservation center operating 24 hours daily, including weekends and holidays

TravelStore utilizes the following metrics to ensure quality standards of performance are achieved to provide consistent superior customer service standards: Approximately 1 dedicated agent per \$1 million in air sales. TravelStore's corporate travel consultants process 200-300 transactions per month. We also factor in online adoption levels so we review transactions on a monthly basis rather than on a daily basis.

Designated accounting person assigned to the State of California: TravelStore has assigned a designated accounting representative to the State of California for tracking of all commission/incentive and GDS income. This individual manages the process of commission/incentives tracking for air, rail, hotel, car rental, and GDS commissions/incentives via TRAMS, our back office accounting system. TravelStore has also assigned a separate ARC number for The State of California to track and collect all commission/incentives for return and reconciliation. Additionally, TravelStore utilizes eCommission Solutions (ECS) to collect and audit all hotel commissions. Your accounting representative also currently assists in handling disputes arising from debit memos, lost tickets, refunds, credits and service fees. This individual also provides support services for payment system reconciliations.

COMMUNICATIONS TO ADVISE TRAVELERS OF LAST MINUTE CHANGES, DELAYS, CANCELLATIONS, ETC. / TRAVELER SECURITY WHILE ON THE ROAD

TravelStore will enable the State of California to mitigate the risks that come with an increasingly global workforce. By tracking the movements of travelers worldwide, we will support your duty of care security management efforts to help travelers avoid risks before they occur and deal with travel disruptions that impact your travelers.

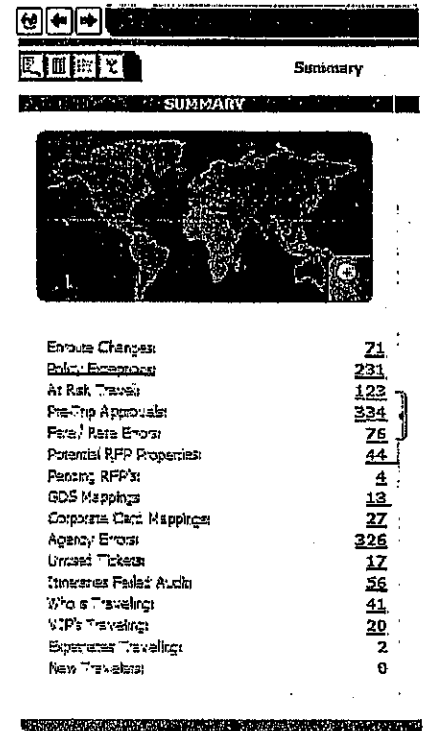
Our travel technology solution provides accurate, actionable virtually real-time pre-travel information that not only helps you manage travel operations but also enables you to implement effective travel security programs. When your travelers book a trip, our system captures the reservation from the GDS. It then confirms the accuracy of the information and stores it in a secure, internal database for access by travel managers or other authorized client personnel.

The State of California's onsite travel consultants can then generate reports of traveler locations, flights and reservations. Since we extract the traveler's data from the GDS and keep it in our own secure data centers, pre-travel reports remain independent of any GDS accessibility issues. The State of California can rely on this information -- when you need it, you will have it. Our procedures for notifying the State of California employees about emergency and crisis situations include SMS instant messaging, email and direct phone calls from your dedicated travel counselor team.

You can use this Web-based application to run standard or customized travel reports. We report on the entire reservation or any subset of data based on flexible report prompting.

Pre-travel data includes:

- Ability to locate travelers in case of trip interruption or emergency situations
- Airline reservation detail and access to real-time booking information
- Car reservation detail
- Hotel reservation city and property
- Passengers on the same flight or on a particular flight
- Arrival and departure information
- At-a-glance "hot spot" reports
- Emergency contact and passport information
- Traveler map location in both detail and summary forms



Section B: Online Booking Tool (200 total points possible)

- *Describe the process and customization options for creating department and optional user online booking sites to meet varying requirements as stated in the Exhibit A, Scope of Work.*
- *Describe in detail your one primary online booking tool, including direct-connect features and benefits with non-ARC participating carriers (including Southwest), any enhancements and authorizations, and security features.*
- *Provide statistics of how reliable the booking tool is and provide an explanation of down time it may have experienced in the last year.*
- *Explain the booking tool's ability to make changes on a pre and post ticketing basis, the various approval processes available and how unused tickets are tracked for all airlines.*

TravelStore partners with numerous travel technology leaders and we are knowledgeable of all the major toolsets that make online booking and fulfillment possible. As the exclusive incumbent travel partner with the State of California for over 5 years, we are the company best equipped to help you optimize the online booking solutions and other tools you select to ensure that you reduce manual processes, increase compliance and increase adoption of the State of California's online booking tool — all of which lead to reduced costs.

Recommended Tool: Concur Travel

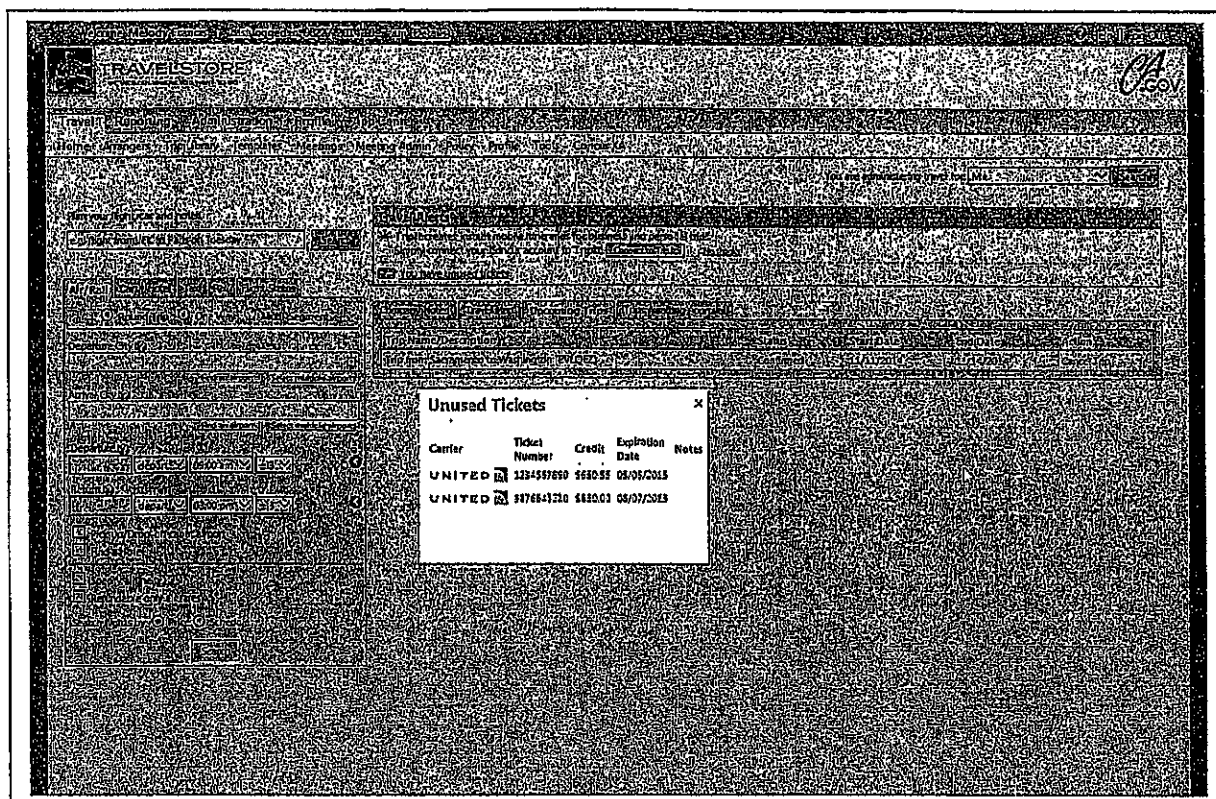
TravelStore recommends TravelStore and Concur Travel's online booking tool as your primary reservation method as Concur is the industry-wide leader and is fully implemented and widely accepted by the State of California travelers. Using Concur Travel for the State of California's online travel solutions, your organization captures online spend, maximizing the State of California and supplier contracts and are currently realizing overall program savings at the point of sale. Concur Travel enables travelers to simultaneously book air, rental car, limousine, hotel, and rail reservations quickly and easily. With minimal effort and an intuitive user interface, travelers can rapidly book the most complex of trips with a few clicks. Trip templates, maps, smart reminders, and **integration to PDA devices (i.e.: iPhones, iPads, Androids, Blackberry)** are just a few examples of how Concur Travel increases employee productivity by accomplishing the travel booking task faster than any other tool.

We recommend Concur Travel over other booking tool choices as it provides a best-in-class technology platform that delivers the following benefits to the State of California:

- ◆ Complete customization for creating department and optional users online booking sites to meet the varying requirements as stated in the Exhibit A, Scope of Work.
- ◆ Lowest fare search – *Concur* searches State, public, corporate and Web-direct fares to find the lowest price available at the point of sale. **This includes State contracted fares, Southwest direct connect fares; TravelStore negotiated fares and web specific fares and the ability to input and transmit all rapid reward numbers at the time of reservation and ticketing.**
- ◆ Real-time data consolidation – *Concur* provides real-time reporting that aggregates online-booked data as well as agent-booked data.
- ◆ Bi-directional - profile synchronization between *Concur* and the GDS and/or 3rd party products
- ◆ Up-time reliability is never less than **99.6%** and is audited quarterly for reliability
- ◆ Best adoption rates – TravelStore clients using *Concur* have the highest average adoption rates at nearly **90 percent**.
- ◆ Greater depth of content – *Concur* supports direct connections to air carriers that presently do not display full content in the GDS.
- ◆ Single source for profile management – *Concur* provides a one-page profile design that contains all users' personal, professional, contact and preference information in a single location for quick access.
- ◆ Builds compliance at point of sale – *Concur* reduces out-of-policy reconciliation by automatically applying the State of California-specific rules to the search process at the point of sale. I.E. 14-day advance purchase, pre-trip authorization etc.
- ◆ Monthly reporting – the State of California receives consolidated monthly management reporting that includes both online and traditional data.
- ◆ **Integrated non-GDS fares in a single interface which create passive records in the GDS**
- ◆ Geo-coded hotel properties and off airport car rental support
- ◆ Integrated itinerary with maps, directions, and an auto-load calendar attachment
- ◆ Meeting management integration
- ◆ "Hold but do not buy" feature for airfare
- ◆ Carbon Footprint data for travel comparison
- ◆ All state-contracted airfares and preferred travel vendors with an icon.
- ◆ Identifies and displays State certified green hotels with customized icons and sorts by priority within the lowest rate available.
- ◆ **Permits the use online changes and exchanges (change-modify functionality) for non-ARC participating carriers, specifically Southwest Airlines by the traveler (primary method) and the GDS (secondary method)**
- ◆ **Complies with the American with Disabilities Act (ADA) Section 508 standards.**

This real-time booking process is easy-to-use, efficient and effective. The traveler simply types in his travel needs (destination, date, time), chooses the available options that best fit his needs, books the reservation, and receives instant confirmation and an itinerary via e-mail in minutes. Key features of *Concur Travel* are:

- **Administrative Tree** – TravelStore's Concur administrator and The State of California's travel administrator currently customizes department and optional users online booking sites from a single interface and makes adjustments to travel policies that affect the whole State of California travel program, divisions, or any sub-set of users.
- **User Interface** – Intuitive interface is designed to increase user adoption through ease of use. Users can make adjustments throughout the booking process to set or change defaults within company policy. This ability allows travelers to further customize the individual user experience – such as saving favorite hotels.
- **Suggested Itinerary** – Travelers enter their arrival and departure date, time and cities for any combination of air, car and hotel and *Concur Travel* will suggest a complete itinerary based on company policy, user preferences and requested times.
- **Technology Integration** – *Concur Travel* offers solutions that span the lifecycle of a PNR, from booking to pre-ticketing through post-ticketing, Expense report integration and reporting. In addition to developing and maintaining advanced applications that support all processes throughout the lifecycle of a PNR, *Concur Travel* invests heavily in the transaction-processing infrastructure.
- **Customize both the user interface and the content** – *Concur Travel* becomes a personalized experience for your travelers and traveler coordinators by enabling the State of California to communicate with travelers on every level of the reservations process.
- **Search and book air, car, and hotel simultaneously** – Concurrent searches minimize booking time and maximize ease of use for travelers, encouraging adoption.
- **View profile information during the booking process** – Displaying profile data for travelers allows them to make informed travel requests, reducing frustration that results from "surprise" results.
- **Search, compare and book Internet fares** – *Concur Travel* can display both corporate and Internet fares, demonstrating to travelers that TravelStore has access to 100% of all published rates.
- **Request approval for exceptions** – *Concur Travel* uses e-mail to request exception approval, minimizing approval time and displaying results immediately.
- **Generate ad hoc reports** – Travel managers can run reports on-demand to check for policy compliance.



Unused ticket display from home page

Fare matrix display

10. Extended Stay America - Cherry C...



4444 Leetsdale Dr
Glendale, CO 80246

Polo Grounds

3.35 miles | [view map](#)



from
\$90

[rate this hotel](#)

[more info](#) | [compare](#)

[hide rooms](#) ▾

Breakfast Fees: Continental: Free

Wireless Fees: Wireless: Free, Common Area Wireless: Free

Parking Fees: Parking: Free

	\$90	Government Rate-Id Required - Standard Studio 1 Queen Bed Free Wifi And Grab And Go Bkfst 32in Lcd Tv (Rate Code: A01A0H) (Sabre)	^
	\$90	State Gov Rate - Standard Studio 1 Queen Bed Nonsmking Free Wifi And Grab And Go Bkfst 32in Lcd Tv (Rate Code: A08AWV) (Sabre)	
	\$90	State Gov Rate - Standard Studio 1 Queen Bed Free Wifi And Grab And Go Bkfst 32in Lcd Tv (Rate Code: A01AWV) (Sabre)	✓

[Rate details / Cancellation policy](#)

Use the following Hotel Program: No Program selected ▾

[Reserve](#) ☒

[+ Add a Program](#)

Displaying: 72 out of 72 results.

[<<Previous](#) | [Page 1 of 6](#) | [Next>>](#) | [All](#)

Detail hotel search

Benefits for the Traveler

- Book air, hotel and car simultaneously – *Concur Travel* suggested Itinerary feature allows travelers to enter their arrival and departure date, time and cities for any combination of air, car and hotel. *Concur Travel* will suggest a complete itinerary based on company policy, user preferences and requested times.
- Intelligent choices – *Concur Travel* remembers past trips and favorite hotels, providing this information to the traveler and improving time spent searching.
- Web fares – Travelers can search web fares within *Concur Travel*.

Benefits for the Travel Arranger

- Easy assignment – Travelers can designate their arranger(s) within *Concur Travel*. Arrangers can then choose a traveler easily from a drop-down menu.
- Time to book – Air, car and hotel can be booked in 57 seconds.

Benefits for the Travel Manager

Policy control – Administration of travel policy and user authorities begin with a basic set of rules that apply to the majority of travelers. Each branch of the administrative tree represents a user group with exceptions and/or inclusions to the basic permissions. The administrator is allowed to make adjustments to policy that can impact the entire State, division or any sub-set of users from one administrative interface.

Key Benefits

The following overview briefly outlines the main benefits derived from selecting TravelStore's online solution.

A solution tailored to your needs – As a recognized leader in travel technology innovation, TravelStore has a reputation for working closely with clients and suppliers to create specific and well-conceived system customizations so that each client achieves the best online solution for their company and travelers. We currently work with the State of California to offer a customized solution to meet your specific online booking needs for every facet of the State of California's departments, divisions Optional User booking sites and separate entities.

Start with the gateway to travel information, convenience and increased productivity – Travelers log into a single online portal (CalTravelStore) that provides access to your online booking tool, flight status, destination information and content you can create or adjust for your travelers. Clients using our portal identify it as a key component of their adoption success and a fast and effective way to communicate critical information to their travelers.

User convenience/increased productivity – The travel portal portion of our online solution enables you to locate all travel-related information and Web links on one user-friendly site, thereby increasing user productivity as well as adoption due to ease of use. Available information may include: travel policy, travel authorization mechanisms, destination, weather and procedural information, profile and visa/passport management and many other travel-related services.

Increased adoption and user-friendliness due to a State of California custom-branded site – We have customized the travel portal portion (CalTravelStore) of our online solution to reflect the State of California's existing online branding. This makes users of the online service more comfortable with the service and therefore, more likely to use it to increase adoption levels.

Your choice of online booking tool – There is no "one size fits all" booking tool in the market. Each product has distinct advantages and weaknesses. It's important to identify the one that will accommodate your travelers, corporate culture, global requirements and policy variances. Our technology teams are well versed in integrating each of the major booking tools, and they work closely with the suppliers to ensure implementation is smooth and seamless, with no disruption of service to your travelers.

Manage your online bookings more effectively – Our e-fulfillment system provides travel managers with a customizable desktop tool to view a highly detailed, real-time status of your online fulfillment performance, enabling you to:

- ◆ Identify policy exceptions prior to ticketing for approval or action
- ◆ Quickly create business rules that drive traffic to your preferred suppliers
- ◆ Monitor ticketing activity in real-time

Actionable intelligence; data that enables you to drive higher adoption rates, thereby lowering costs – Our online solution provides detailed data on traveler usage, as well as benchmarked data so you gauge how the State of California compares to "typical" clients in many areas. This data points out areas where either traveler education or policy adjustments could reduce costs by increasing adoption rates.

Increase Online Adoption, Drive Down Transaction Costs and Drive Out Inefficiency

Even an expertly implemented travel solution must be monitored and tailored if employees are to fully adopt an online solution. To ensure that cost savings continue to hit your bottom line, we monitor traveler behavior for the State of California to determine why certain travelers continue to contact the agency and others do not. We also ensure that the online tool setup maximizes the benefits of online booking for the State of California travelers specifically. We come to you with actionable intelligence and metrics that will enable you to direct and report on traveler behavior in targeted areas. Simple fixes can often drive up the number of people who book online and reduce the number of those who contact the agency for additional support.

Our online booking tool provides the State of California with all of the solutions necessary to build a successful online presence for your travel department as well as a fully customized site that reflects your State identity. Solutions include:

- Full customization at the State, department, optional user and division levels for pre-trip and manager approval
- Pre-trip reporting with lowest fare options 7, 14 & 21 day advance purchase
- Preferred air, hotel and car options displayed for mandated usage
- Set spending limits on hotel per city with management approval for exceptions
- Access to profile synchronization tools so employees can easily maintain updated profiles
- Online information distribution – travelers receive fast and consistent communication regarding policy changes, supplier promotions, critical company news, flight tracking or travel alerts – saving time and resources
- One-stop traveler-level program management with destination information, driving directions and local office information pushed to travelers based on their stored profile and itinerary information
- Concur tracks the traveler through each step of the trip providing real-time travel information such as alternative flight suggestions for delayed and cancelled flights
- Mobile access drives online adoption while decreasing expensive calls to after-hours service centers
- Single-sign-on (SSO) technology requires no additional software or installation and creates an automated login process that is fast and seamless
- Integrates with online expense management to speed the payment and reconciliation process

ADA SECTION 508 COMPLIANCE

Section 508 Compliance (ADA)

The State of California's customized travel portal, CalTravelStore, and Concur complies with Section 508 of the Rehabilitation Act Amendment of 1998 for Americans with Disabilities (ADA) when used in conjunction with specific assistive technology software. This ensures that individuals with disabilities are provided with comparable access or the same degree of access to all software information and data as individuals without disabilities. The user and administrator interfaces have been designed and tested to be compatible with the Job Access with Speech (JAWS) for version 4.51 assistive technology product from Freedom Scientific.

The specific testing environment used to validate Section 508 accessibility consisted of recent versions of:

- Microsoft Internet Explorer
- Firefox
- Google Chrome
- JAWS for Windows
- Concur document preparation and administration interfaces

Concur was tested using the above described JAWS software and basic keyboard-only usage. Section 508 accessibility testing was conducted by Concur's Quality Assurance (QA) professionals and experienced JAWS users. Accessibility exceptions identified during this testing process were prioritized and scheduled as enhancements for Concur to provide the described Section 508 accessibility. This list would be too specific and detailed to list item by item. However, this effort impacted areas such as field usage, navigation, and frame titling, and in almost all cases is transparent to a standard Concur user.

Although Concur used JAWS to test Section 508 accessibility, Concur does not specifically endorse the JAWS product. Other assistive technology products and environments may be compatible, but Concur has not tested them.

Unused Ticket Management:

TravelStore proactively manages the State of California's unused tickets via our automated electronic ticket tracking software, OnTrack. OnTrack provides full details for unused electronic tickets at both a company and individual level thereby allowing your Corporate Travel Consultants to have your travelers unused electronic ticket data at their fingertips. TravelStore also synchronizes unused electronic ticket data with Concur Travel. This synchronization provides a seamless process that alerts travelers to the fact that they have unused tickets at four separate places within the booking process; the travel home page, within the traveler profile, within the airfare results matrix when searching for a flight, and within any flights schedules that contain carriers that the traveler has an used ticket on. Additionally, TravelStore has created a pop-up message that reminds travelers that they may have unused tickets, this reminder message helps to create an awareness that drives your travelers to make flight arrangements on carriers where they have unused tickets before they start the booking process.

As the incumbent travel partner for the State of California, TravelStore works with you to establish "Best Practices" for a customized travel approval process that can include the following for both online and agent-assisted reservations:

- ◆ Mandated use of online booking tool for all domestic travel
- ◆ Pre-trip approval for all air itineraries that are \$50.00 over the lowest available fare
- ◆ Online communications/red flags in bookings prior to ticketing
- ◆ Online communications/red flags in reimbursement
- ◆ Mandated booking of 7, 14 & 21 day advance purchase tickets
- ◆ Mandated usage of preferred air, hotel and car vendors
- ◆ Increased use of videoconferencing

Concur Travel Operating System Definitions

Concur's solution is offered as Software as a Service (SaaS) and is designed to work within an HTML compatible, JavaScript enabled Web browser.

While we believe most browsers will work without issue, Concur certifies the most commonly used browsers with each release as part of our QA process. At this time, the following browsers have been certified:

Browser	Desktop Operating System
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Safari 5.1***	Mac OS X version 10.5 or later
Safari 5.0.5***	Mac OS X version 10.5 or later
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Concur Travel Network Architecture and Communication Protocols

Concur operates a multi-tiered Internet data center. Only the web servers are exposed to the public Internet. All other servers (application, database, etc.) reside on a non-routing interior network that is not reachable from the Internet. All data resides on the interior network. Savvis provides the infrastructure for state of the art application hosting. This backbone network has dedicated, and redundant connections to our data center using multiple high-speed OC-3, OC-12, and OC-48 lines that virtually eliminate the risk of a single point of failure. Concur can scale its bandwidth requirements in 10 megabit increments all the way up to the gigabit range. This architecture combined with bandwidth utilization and monitoring allows us to scale in anticipation of customer demand.

Concur Travel Data Encryption

Concur performs encryption actions on sensitive data prior to storage in the database. Password data is stored using a SHA-1 hash for one-way encryption. Credit card data is stored using a BlowFish encryption algorithm with salted 128-bit keys – the key data is combined with user specific data so that the underlying keys cannot be discerned by observing patterns in the encrypted data. Encryption keys are stored in a secured area of Concur's servers' System Registry – data administrators do not have access to this information.

Concur Travel Firewalls Conformance Specifications:

- **Application Firewalls:** Front-end firewalls protect applications and data by validating information flowing in and out of Hosted Operations through an Access Control List. The Firewall and proxy application inspects data and records its origin before being accepted into the network. The Firewall denies all connections except those specifically allowed. The firewall also protects the network from random "ping sweeps" and unauthorized users by hiding or blocking unused network ports. Security violation attempts are logged, monitored and escalated when discovered by Concur Operations.
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Section C: Policies/Administration (200 total points possible)

- Provide a brief history of your agency including: start of operations, locations, number of employees, gross sales, and number of corporate/government accounts.
- Outline your company's infrastructure including role descriptions and organizational charts for the proposed service and staff configuration.
- Based on our current staffing and volume of travel, describe your staffing plan (including the number of travel agents) and how you would configure and service our state and optional user accounts.
- Describe the methodology used to calculate the number of transactions and the appropriate number of travel agents to process them.
- Describe how absences, vacations, disasters, and volume fluctuations will be managed and addressed.
- Describe how you will encourage compliance with the end users respective travel policies.

TRAVELSTORE HISTORY

TravelStore has been in business since 1975. TravelStore was established as a California corporation by Wido L. Schaefer, Chairman & CEO. **In 2005, TravelStore elected to become an employee-owned company (ESOP).** Now a 100% Employee-Owned Company, every employee at TravelStore has an investment in the success of our client relationships as well as the success of TravelStore overall. TravelStore has 350 direct employees. **TravelStore's average client tenure is over 15 years with a 98% retention rate. TravelStore's average employee tenure is over 12 years. TravelStore has successfully partnered with the State of California in managing your travel program for over 27 years. Exclusively for the past 5 years.**

TravelStore has approximately 460 corporate/government-managed accounts. TravelStore has 8 corporate offices located in: Brentwood, Irvine, Palos Verdes, Pasadena, Brea, Camarillo, Santa Barbara and Sacramento California in addition to over 10 on-site locations nationwide with over 100 affiliate offices in Europe, Asia and the Middle East.

TravelStore's sales are: approximately 80% Corporate, 10% Leisure, and 10% Meetings and Groups. 70% Domestic & 30% International. TravelStore's sales for 2013 were approximately \$324.5 million, and currently projected at \$350 million for 2014.

Combining global strength with local service, TravelStore offers an integrated technology infrastructure that provides intelligent analysis of business travel data, allowing the State of California to maximize the return on your corporate travel investment.

For business travelers, we offer consistent service and a broad range of resources to help them stay satisfied, productive and focused on their objectives.

TravelStore is listed as one of the 500 fastest growing privately held companies in the U.S. as compiled by Inc. Magazine. TravelStore is also recognized by Business Travel News as the 28th largest travel management company in the United States and ranked the **#1 largest travel management company in California** by the Los Angeles Business Journal.

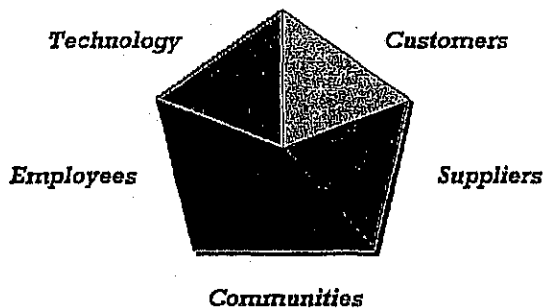
CORPORATE PROFILE

TravelStore relates to all of our clients in a personalized manner. All accounts are analyzed carefully in regards to volume, travel patterns, special requirements, and adaptability within TravelStore's current structure. Each client's distinctive needs and company policies are reviewed in depth by our executive team who subsequently design a program formatted to the client's specific requirements. All members of TravelStore's management team have extensive experience in the travel industry, particularly in their unique specialties.

TravelStore's core client base and focus is servicing the travel needs of corporations and the State of California entities, municipalities such as the Metropolitan Water District, SMUD, City and County corporate travel needs such as the City/County of Sacramento, the City/County of Los Angeles, and California headquartered corporations. Our expertise is in providing the technology of a "mega" agency while offering the personalized services of a boutique agency. Our strength lies in partnering with and building relationships with these size organizations based on our 100% employee-owned status, customized technology solutions, office locations and industry size and clout. We firmly believe you cannot be all things to all companies. Our high touch service coupled with our industry leading technology brings the best of both worlds to these size organizations. We focus on the specific needs of these organizations and concentrate on meeting the financial and service objectives of these organizations. Whether it be lowering your and their overall travel budget or providing VIP services, TravelStore is a specialist in servicing this size organization. Most companies or State entities that we have established our relationships with have come to us from the "mega" agencies where they thought they would obtain excellent service and costs reductions only to discover that their company size and travel spend was too small for the "mega" agencies. TravelStore also has an amazing client tenure retention record of over 15 years. Rarely do we lose a client. We attribute this to being extremely proactive and making absolutely sure that we are meeting the service needs and cost savings objectives of our clients. Lastly, as a 100% employee-owned company, each employee has an invested interest in the success of our client relationships and the success of the State of California travel program!

TravelStore's unique advantages over our competition

In the spirit of true partnership, we form strategic alliances, which offer a more flexible, cost-effective approach for meeting our clients' corporate and group travel needs. TravelStore has established a value oriented philosophy—symbolized in a pentagon—that identifies five key partnerships with five primary constituencies:



Customers—Our top priority is to meet and exceed client expectations, with an eye on reducing their costs. We do this by pursuing the lowest fares and rates, and by supporting your preferred suppliers' policies.

Employees—As an established employee-owned company (ESOP), we support our employees/co-owners by encouraging professional and personal development, which in turn helps us serve our customers and strategic alliances even better. We have found that well-trained, happy employees deliver better service for our customers and have a longer tenure with the company.

Technology—TravelStore believes that the future of travel management lies in technology. We encourage continuous technological improvement of current products as well as radical new directions for the future. We keep our customers at the technological forefront and deliver the best in value and efficiency-adding systems.

Suppliers—We have forged strong bonds and extended relationships with traditional travel industry companies—including airlines, car rental agencies, hotel chains, and others. The benefit to the State of California is we are able to deliver the best, long-term savings programs from quality suppliers that trust us.

Communities—Business has the most resources to affect real change in the local community. It is up to us as good corporate citizens to create a lasting legacy for the next generation. As an example, TravelStore is a certified American Society of Travel Agencies (ASTA) Green Agency. What this means for the State of California is that we are committed to your community and will be here for you over the long-term.

PERSONNEL AND QUALIFICATIONS

It is the goal of TravelStore to employ personnel whose knowledge and abilities exceed the industry standards. To this end, TravelStore's screening and hiring practices have always been strict and we accept no fewer than **5 years** of corporate travel experience and a proven track record. All TravelStore employees attend regular training sessions and have detailed knowledge of all of TravelStore's technology products including:

- Sabre & Apollo GDS systems
- iQCX, Quality Control system
- Concur Travel online booking tool
- BookingBuilder, Internet search engine.
- Tripit, itinerary builder

As mentioned above, TravelStore's travel consultants have an average tenure of over 12 years.

TravelStore's internal structure is unique. To provide our employees with an environment that fosters communication and creativity, our chain of command is not encumbered by layers of middle management. Aside from his/her direct supervisor, there is typically one layer of management between an employee and the President of TravelStore.

Our Mission

We are an employee-owned company, with a passion for providing exemplary customer service.

We do this by leveraging our expertise and technology to deliver innovative travel solutions. It is important we do this within an enjoyable work environment; the more fun we have, the more fun you have!

TRAVELSTORE'S Values

1. We are **PASSIONATE** about delighting our clients and colleagues.
2. We gain **TRUST** by treating others with integrity, respect and fairness.
3. We create **PARTNERSHIPS** through open and honest communication.
4. We achieve **PRIDE & EXCELLENCE** by being innovative and creative.
5. We are **PERSONALLY ACCOUNTABLE** for any challenge brought to our attention.
6. We **COLLABORATE** to support the objectives of the company and our preferred relationships.
7. We have a **CULTURE** where we challenge each other to grow personally and professionally through education, training and travel.
8. We properly represent the company with **RESPONSIBLE CITIZENSHIP** in and out of the workplace.
9. We have **INTEGRITY** and build our company and client relationships on the highest ethical standards.
10. We help create a **FUN** environment within our TravelStore family.

SERVICING YOUR ACCOUNT

ACCOUNT MANAGEMENT

As the incumbent travel partner with the State of California, TravelStore's goal is to continue to provide the State of California with a comprehensive travel management program that meets the needs of your travelers, as well as providing the data the State of California needs to control costs and account for travel and entertainment expenses. TravelStore has assigned Anthony LaMarca, State of California on-site Travel Manager and David Fitzpatrick, Manager of Client Services to oversee the implementation and ongoing operation of the State of California's travel account. Anthony and David, along with the rest of the TravelStore management team will continue to remain accessible to assist with all aspects of the State of California travel management program. Please see addendum for organizational chart.

SERVICE CONFIGURATION

Based on our current service configuration and the updated account information provided by the State of California, TravelStore is proposing the following travel configuration:

An on-site travel department blended with on-line booking fulfillment utilizing *Concur Travel*:

ON-SITE SERVICE CONFIGURATION

TravelStore will maintain the current staff for the State of California onsite travel department with the following employees:

1. **Onsite Travel Manager/Team Leader:** The onsite Manager/Team Leader, Anthony LaMarca, has been the State of California's on-site Travel Manager for over 5 years. Anthony has a minimum of 5 years management experience and has at least five years' experience in the transaction of volume travel services. Volume services mean a corporate or governmental account with annual billings in excess of 25,000 transactions annually.
2. **Nine (9) experienced corporate travel consultants:** All dedicated State of California travel consultants are experienced in arranging both domestic and international transportation via airlines and other public carriers for the State of California; and are familiar with lodging establishments and vehicle rental firms as well as specific State negotiated air, hotel car and rail fares. All travel consultants currently on-site for the State of California are experienced in operating the Sabre & Apollo automated reservation and ticketing equipment used in performance of the contract and online booking fulfillment via *Concur Travel*, our online booking engine. All travel consultants are fully trained on the State of California's travel policies and procedures and have custom State of California profile scripts from which to work from. At least two of TravelStore's travel consultants on-site are international airfare specialist who has handled international travel for at least five (5) years, and is competent to handle the most complex international travel needs. At least two of TravelStore's travel consultants have at least three (3) years experience in booking group travel. The number of consultant's proposed can be increased or reduced based on the

State of California's travel volume fluctuation needs. The DGS can determine how many of your dedicated travel consultant's you want to work on-site at the DGS and how many you would like to work from TravelStore's Sacramento office.

For greater control and flexibility, all airline tickets, hotel and car reservations and related documents will be issued on-site. A back-up team of consultants located in TravelStore's Sacramento, California office will be assigned to cover during primary travel consultant's vacation and sick time to ensure uninterrupted service. Emergency travel services are provided through TravelStore's 24-hour reservation center operating 24 hours daily, including weekends and holidays

TravelStore utilizes the following metrics to ensure quality standards of performance are achieved to provide consistent superior customer service standards: Approximately 1 dedicated agent per \$1 million in air sales. TravelStore's corporate travel consultants process 200-300 transactions per month. We also factor in online adoption levels so we review transactions on a monthly basis rather than on a daily basis.

- 3. Designated accounting person assigned to the State of California:** TravelStore has assigned a designated accounting representative to the State of California that is available during working hours. This individual currently manages the process of commission/incentives tracking for air, rail, hotel, car rental, and GDS commissions/incentives via TRAMS, our back office accounting system. Your accounting representative assists in handling disputes arising from debit memos, lost tickets, refunds, credits and service fees. This individual will also provide support services for payment system reconciliations.

TravelStore currently works with the State of California to establish the following Best Practices for ultimate costs savings:

- ◆ Executive management support for mandated reduced costs goals
- ◆ Concentration on State negotiated air, hotel and car programs
- ◆ Negotiated group and incentive programs
- ◆ Regular use of TS360 GPA, TravelStore's benchmarking tool
- ◆ Mandated use of *Concur*, TravelStore's online booking tool for all domestic reservations
- ◆ Regular policy communications via email, intranet, etc.
- ◆ Online communications/red flags in bookings
- ◆ Online communications/red flags in reimbursement
- ◆ Business comparative report cards
- ◆ Sharing savings with traveler
- ◆ Incentive programs for reduced travel costs
- ◆ Pre-ticket reporting with lowest fare options (7, 14 & 21 day advance purchase)
- ◆ Exception lost saving/costs saving reporting
- ◆ Advance purchase reporting
- ◆ Mandated usage of preferred air, hotel and car vendors
- ◆ Increased use of videoconferencing

COMPUTER AND HARDWARE

TravelStore will provide the following computer and hardware:

- Ten (10) Dell OptiPlex 920 computers that will include key boards, dual monitors and tracking mouse
- TravelStore shall maintain a dedicated toll-free and local telephone number for routine travel reservations during normal business hours Monday through Friday, 8:00 AM to 5:00 PM Pacific Time, excluding weekends and state holidays.
- Microsoft Office 365 and Adobe Acrobat software will be loaded on each system.
- 1 IER577 Ticket printer (to be housed at TravelStore's Sacramento Headquarters office)
- 1 Dell Laser jet P 2055 printer
- 10 Telephone headsets

OFFICE SPACE

TravelStore will require office space (if all travel consultants will remain on-site at the DGS) and utilities for a total of one (1) onsite Manager/Team Leader and nine (9) travel consultants. A locked storage closet where TravelStore can secure their printers, server, etc will also be needed. As detailed above, all reservations will be generated on-site at the Statewide Travel Office location.

SERVICE HOURS

TravelStore will provide nine (9) hours of daily on-site service compatible with the State's standard working hours, 8:00 a.m. to 5:00 p.m., Monday through Friday, excluding State holidays and Governor-mandated furloughs. On those days, after-hours service will be available from CCRA, our after-hours service.

Travel consultants will work staggered or flexible shifts to cover the full period. Emergency travel services are provided through TravelStore's 24-hour reservation center operating 24 hours daily, including weekends and holidays.

ACCOUNT MANAGEMENT

Effective account management is to a travel manager what a good travel counselor is to the traveler. At TravelStore, we have redesigned traditional account management. Our unique definition and approach extends beyond the simple, daily management of your account to encompass the entire scope of our relationships with our clients.

The State of California has a dedicated client services manager designated as your primary contact for all account management issues. The State of California's client service manager is empowered to do what it takes to ensure that the State of California has a successful implementation and ongoing travel management program.

COMPETITIVE DIFFERENTIATORS

TravelStore's account managers take a comprehensive approach to travel management. They measure, model, and forecast your travel patterns to identify ways to drive change and create effective strategies for supplier negotiations, use of information technology, service, and communication.

RESPONSIBILITIES

The State of California account manager proactively seeks opportunities to enhance the State of California's overall travel management program. He analyzes and makes recommendations concerning spending patterns, negotiation opportunities, service delivery enhancements, and all of the other details that form a successful program. As the main liaison between the State of California and TravelStore, your account manager's responsibilities include:

- ◆ Developing customer-specific travel management and service objectives through a business plan and implementing action plans
- ◆ Assisting the State of California in the development of an effective corporate travel policy
- ◆ Managing the service implementation and ongoing operation/system enhancements
- ◆ Ensuring our performance meets or exceeds established quality standards
- ◆ Conducting orientation and training for your employees and travel arrangers
- ◆ Overseeing initial and ongoing training for travel counselors
- ◆ Conducting customer satisfaction surveys and reporting results
- ◆ Developing, strengthening, and maintaining multi-level relationships with your travelers and arrangers at each location through ongoing communication
- ◆ Consulting on effective travel management techniques
- ◆ Developing and presenting educational programs and materials
- ◆ Identifying and negotiating supplier service and discount opportunities
- ◆ Ensuring timely delivery of management information reports
- ◆ Analyzing your travel information and identifying areas for supplier relationship improvements or policy changes
- ◆ Tracking achievement of customer travel management goals and objectives as well as quality service objectives and documenting results

The State of California account manager works with our travel suppliers and provides periodic and ad hoc travel reports and benchmarking comparisons to ensure that costs saving initiatives are achieved. He will help analyze data and provide trending information, resulting in improved supplier contract negotiations and ongoing data collection.

ACCOUNT REVIEW

The State of California's account manager meets regularly with the STP travel management team to discuss elements of your travel program. Key issues discussed include the following:

- ◆ How well TravelStore and the State of California are supporting negotiated programs
- ◆ Identification of consistent policy violations and possible solutions
- ◆ Results from traveler satisfaction surveys
- ◆ Update of your travel management business plan
- ◆ Service guarantees
- ◆ Special projects

In addition to these meetings, TravelStore also presents a complete annual account review of your travel program. This formal meeting involves your account manager, TravelStore senior management, and the State of California's management. They cover the following:

- ◆ Overall travel expenditures
- ◆ Negotiated fare usage
- ◆ Travel trends and analysis
- ◆ Customized joint business plan, including:
 - Cost containment objectives and goals
 - TravelStore's supporting actions
- ◆ Travel management opportunities
- ◆ Hotel/car market share analysis

Annual business plan development and regular reviews ensure that your goals are our goals.

GROUPS, MEETINGS & INCENTIVES DIVISION

TravelStore's Group and Incentive Division offers a complete range of services for handling domestic and international special events, group travel business meetings, sporting events, conventions, promotions, and incentive programs.

Whenever travelers can be defined as a group, the opportunity for substantial cost savings is present. The Group and Incentive Division's expertise in negotiations and event coordination results in substantial savings to our clients.

Our services include but are not limited to:

- Assistance in establishing a budget for each event
- Site selection research and recommendations
- Custom-designed programs to meet client's specific needs
- Negotiations with all suppliers for air, lodging, ground transportation, recreational activities, and all related services
- Coordination of all aspects of food functions, meeting requirements, entertainment, recreation, etc.
- Research and purchase of merchandise giveaways and collateral
- Professional travel staff to handle airfare analysis, group ticketing, hotel reservations, etc.
- Professional on-site travel director(s) during program as required
- Reconciliation and analysis of all related program costs and handling all payments to vendors

The Group and Incentive Division will evaluate potential destinations after careful research and personal inspection of the facilities and surrounding area. Information on climate, accessibility, airport, and hotel facilities, the potential for recreation, and sightseeing and central locations for most advantageous airfares will all be taken into account.

Section D: Security and Disaster Recovery (50 total points possible)

- Describe your security policies including confidentiality of data and personal information.
- Describe your Disaster Recovery Plan.
- Describe how the State's data will only be accessed and used for the purpose of performing the activities that are the subject of this RFP, and only by those personnel within your organization who require access to perform such activities.
- Describe the process that will be used to notify the STP of service interruptions.

Data Security & Confidentiality

TravelStore maintains the State of California's company profile and individual traveler profiles in our central reservation system (CRS) Sabre, Apollo and *Concur Travel*. All traveler profiles are multi-directional in Sabre, Apollo and *Concur*. Travelers build and maintain their profiles via *Concur* online which allows them to make changes such as frequent flyer information, credit card info, passport updates or special meals changes when necessary. A traveler will simply log on to their *Concur* site utilizing their specific user i.d. and password to make changes to their profiles. All new profiles can be customized to require an approval before a new profile is built.

We have strict password controls on each and every application; password strength is minimum 7 digits with mandatory numbers/letters/case sensitivity /characters required and are encrypted. Passwords expire every 90 days on each application. We have selective Administrative access to each application, with varying degrees of access determined by our Vice President of Operations and IT, and there is immediate disband of terminated employees. We have hardware firewalls at each location, as well as emergency backup units in case of environmental threats or hazards.

Our systems use SSL 128-bit encryption. In addition to the SSL 128-bit encryption, our technology incorporates the following security standards:

- Time-out setting
- Disable/lockout setting for invalid users
- Password prompts after inactivity
- Only specific IP addresses allowed access settings
- Single sign-on via company intranet login
- Pre-authenticated users

As discussed in Section B: On-line Booking Tool, the following is a description of Concur Travel security and systems definitions:

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DISASTER RECOVERY PLAN

In a time of crisis, TravelStore continues to operate by moving quickly to our disaster recovery mode.

We operate one the largest corporate reservation facilities in California and in the event of an emergency, we provide continuous, 24-hour service for all of our travelers that we service. This successful disaster recovery plan is in place in all of our reservation offices.

We have procedures for notifying our clients and their individual employees about emergency and crisis situations. Our plans are tested and updated quarterly to ensure the best operations support for clients and their traveling employees. Specific disaster-related concerns and our resolution process include:

- GDS outages — If a national GDS outage occurs, we can easily transfer bookings to another GDS. For on-site offices, we will provide full back-up support through one of our 7 branch offices through call transfer to a pre-established telephone number.
- MIS outages — TravelStore maintains a detailed disaster recovery plan for our back-office system which transfers information to back-up facilities. This back-up facility will sustain the integrity of travel information in the event of serious operational disruption to the back-office system. TravelStore is able to return to full capacity within 24 hours of a central-site outage.
- Phone outages — TravelStore uses telephone a system that provides call overflow and inter-flow coverage among our 8 offices and on-site offices in times of peak calling activity or emergencies. Nationwide interconnections of TravelStore reservation offices ensure that critical calls will not be blocked at any time, providing uninterrupted service. Ongoing analysis of our telephone network also ensures rapid identification of problems and quick recovery of services.
- Airline disaster assistance — When a flight disaster occurs, the airline freezes the reservation records for that flight in the GDS. We immediately use our back-office system to query our database for all ticketed reservations on that flight. Within approximately 30 minutes, we have a complete listing of all TravelStore travelers with reservations for the particular flight. We immediately alert the appropriate TravelStore operations manager, who in turn contacts the appropriate management of our clients.
- TravelStore Emergency and Incident Response Plan—To more fully prepare our clients for worldwide events, TravelStore will publish and/or send high-risk security communications and updates to travelers as requested by the State of California
- TravelStore routinely notifies travelers that are traveling to high-risk locations of government warnings and security levels

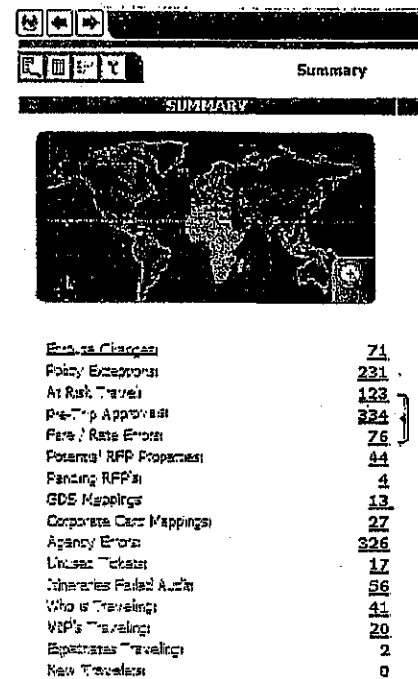
TRAVELER SECURITY WHILE ON THE ROAD

TravelStore will enable the State of California to mitigate the risks that come with an increasingly global workforce. By tracking the movements of travelers worldwide, we will support your duty of care security management efforts to help travelers avoid risks before they occur and deal with travel disruptions that impact your travelers.

Our travel technology solution provides accurate, actionable virtually real-time pre-travel information that not only helps you manage travel operations but also enables you to implement effective travel security programs. When your travelers book a trip, our system captures the reservation from the GDS. It then confirms the accuracy of the information and stores it in a secure, internal database for access by State of California travel coordinators and TravelStore Managers or other authorized client personnel. TravelStore ensures that State of California data is only accessed and used for the purpose of performing the activities that are the subject of this RFP, and only by those personnel within TravelStore who require access to perform such activities.

The State of California's onsite travel consultants then generate reports of traveler locations, flights and reservations. Since we extract the traveler's data from the GDS and keep it in our own secure data centers, pre-travel reports remain independent of any GDS accessibility issues. The State of California currently relies on this information – when you need it, you have it. Our procedures for notifying the State of California employees about emergency and crisis situations include SMS instant messaging, email and direct phone calls from your dedicated travel counselor team. Our plans are tested and updated quarterly to ensure the best operations support for the State of California.

You can use this Web-based application to run standard or customized travel reports. We report on the entire reservation or any subset of data based on flexible report prompting. Pre-travel data includes:



- Ability to locate travelers in case of trip interruption or emergency situations
- Airline reservation detail and access to real-time booking information
- Car reservation detail
- Hotel reservation city and property
- Passengers on the same flight or on a particular flight
- Arrival and departure information
- At-a-glance "hot spot" reports
- Emergency contact and passport information
- Traveler map location in both detail and summary forms

Section E: Data Management and Reporting (50 total points possible)

- *Describe your data management delivery options, your reporting capabilities in detail, and provide examples of detailed standard management reports.*

MANAGEMENT INFORMATION SYSTEMS

REPORTS

The objective of TravelStore's MIS program has always been to provide useful, relevant information in a timely manner. Our automated systems and experienced MIS team enables TravelStore to deliver the most comprehensive, flexible MIS package available today. Our MIS team currently analyzes the State of California's travel patterns and report requirements. TravelStore's Manager of MIS works closely with you to design a customized package to meet your reporting objectives.

Corporate reports are produced with an extensive range of custom features to meet the ever-changing needs of the marketplace. Some of the more important features include:

- Fare by leg/cost per mile
- Benchmarking
- Policy compliance/avoidance features
- User-defined identification elements
- Historical audit trail
- Credit card reconciliation
- On-line access to travel data
- Pre-ticket reporting

Our flexible system allows TravelStore to capture travel data that is relevant to our clients' needs. Reports are produced that detail compliance to the State of California's policy, top city pairs, frequent hotel properties, and usage of the State of California's preferred carriers. Further summary reports are produced that reflect overall State of California travel trends. These reports are produced with different audiences in mind: summary reports for the State of California as a whole for presentation to upper management; summary reports for the State of California divisions for presentation to divisional managers; detail reports for travel policy compliance for presentation to divisional managers; trend analysis reports by usage for use in vendor negotiations.

A partial list of our standard management reports include:

- *Advance Purchase Analysis - Graph*
- *Advance Purchase Analysis by Dept*
- *Air Fare Exceptions by Dept*
- *Air Management Summary*
- *Car Vendor Summary*
- *Credit Card Usage Detail by Dept*
- *Credit Card Usage Summary - Graph*
- *Executive Summary*
- *Invoice Query*
- *Passenger Manifest for Individual Passengers*
- *Processing Fee Report by Dept*
- *Ticket Query*
- *Top 25 City Pair by Top 10 Airlines (Bi-Dir)*
- *Top 25 City Pair by Top 10 Airlines by Branch*
- *Travel Activity Report by Dept*
- *Travel Management Summary*
- *Value Added Savings*
- *Value Added Savings by Dept*
- *Value Added Savings by Savings Description*
- *Value Added Savings Summary by Dept*

FREQUENCY

Management reports are generated monthly and on an ad-hoc basis. Accounting reports are generated daily, weekly, monthly, and annually. Year-to-date and annual information is included on all reports.

iBank Reporting, by Cornerstone Technologies

iBank is Cornerstone's cloud based data management platform that consolidates travel information in order to provide a clear, concise and comprehensive view of your travel spend.

iBank captures travel data from a variety of sources, including all major GDS and back-office systems. The data is standardized, consolidated and warehoused in our Safe Harbor Certified and European Union Compliant facilities. Secure web based access is provided so the State of California can view travel spend, measure preferred supplier usage, track travel behavior, monitor policy adherence and improve profitability. iBank delivers over 95 standard reports and a virtually unlimited number of user defined reports upon demand or on a scheduled broadcast basis. With the iBank reporting system, TravelStore and the State of California focus on Spend Analysis, Supplier Management, Policy/Risk Management, Activity Management, Spend Management, Reconciliation Analysis and Travel Consultant Productivity. Carbon Reporting gives you access to CO2 emissions calculations based upon trip details.

Spend Analysis -Secure Contracts and Establish Policy

TravelStore and iBank generates summary reports providing a snapshot of the State of California's overall spend. These consolidated views of the organization's data are an invaluable assistant in making more informed decisions when negotiating supplier contracts, establishing policy requirements, and identifying preferred providers.

Supplier Management -*Monitor Supplier Compliance & Performance*

iBank enables TravelStore to actively track and view spend by the State of California vendors to manage current preferred air, car, and hotel contracts to assist in reducing and controlling State of California's costs.

Policy/Risk Management -*Ensure Policy Compliance & Minimize Risk*

iBank presents the State of California's travel and risk managers with the information necessary to actively track and review all travel activity. Through the use of both reservation and back office data, TravelStore uses iBank to assist in ensuring compliance to policy and reduction of risk to travelers.

Activity Management -*Providing Travel Services*

TravelStore utilizes iBank to create dashboard reporting to efficiently monitor and manage State of the State of California's day-to-day travel data. iBank's detailed views of reservation and accounting data provides many of the tools needed to maintain the highest level of traveler satisfaction and comfort for the State of California's travelers.

Spend Management -*Proactively Manage Travel Costs*

iBank provides the ability to proactively monitor and control travel costs. This is customized to fit the State of California's reporting requirements.

Reconciliation Analysis -*Analyze and Audit Settlement Details*

iBank gives the State of California and TravelStore a detailed view of air, car, hotel, and service fee transactions to help further detail spend analysis during an audit process.

Crisis Management -*Search for Travelers*

As described earlier, iBank presents the State of California with the information necessary to actively track and review all travel activity. Through the use of both reservation and back office data, TravelStore utilizes iBank to monitor where State of California travelers are at any time.

Productivity -*Managing Internal Revenue and Cost*

iBank allows the State of California and TravelStore to run summary and detail reports providing an overall picture of Travel Specialist activity.

TS360 Benchmark Reporting

We believe that it's critically valuable to compare the metrics of State of California's travel program with that of companies of similar size and scope, as well as reputable industry benchmarking firms such as Runzheimer and Topaz. TravelStore incorporates this detailed, highly relevant benchmarking information into quarterly business reviews, providing answers to questions such as:

- ◆ How does my program's performance compare with other companies?
- ◆ How do certain departments compare against other departments?
- ◆ Are my program goals being successfully met?
- ◆ What steps should be taken based on my benchmarking results?



TS360 is a complete travel management consulting tool that provides you the **Great Professional Advice** you need to run an effective travel management program. We provide everything from analytic tools, technology automation tools and strategic consulting services.

Faster, more meaningful travel data.

TS360 is the first product to provide real-time, in-depth dashboard and benchmarking analysis on corporate and government travel spend. The data is live and you can be scored against internal goals or benchmarked against the TS360 database of more than 20,000 companies and government entities totaling more than \$6 billion in spend. Evaluating the strengths and weaknesses of a travel program has never been easier!

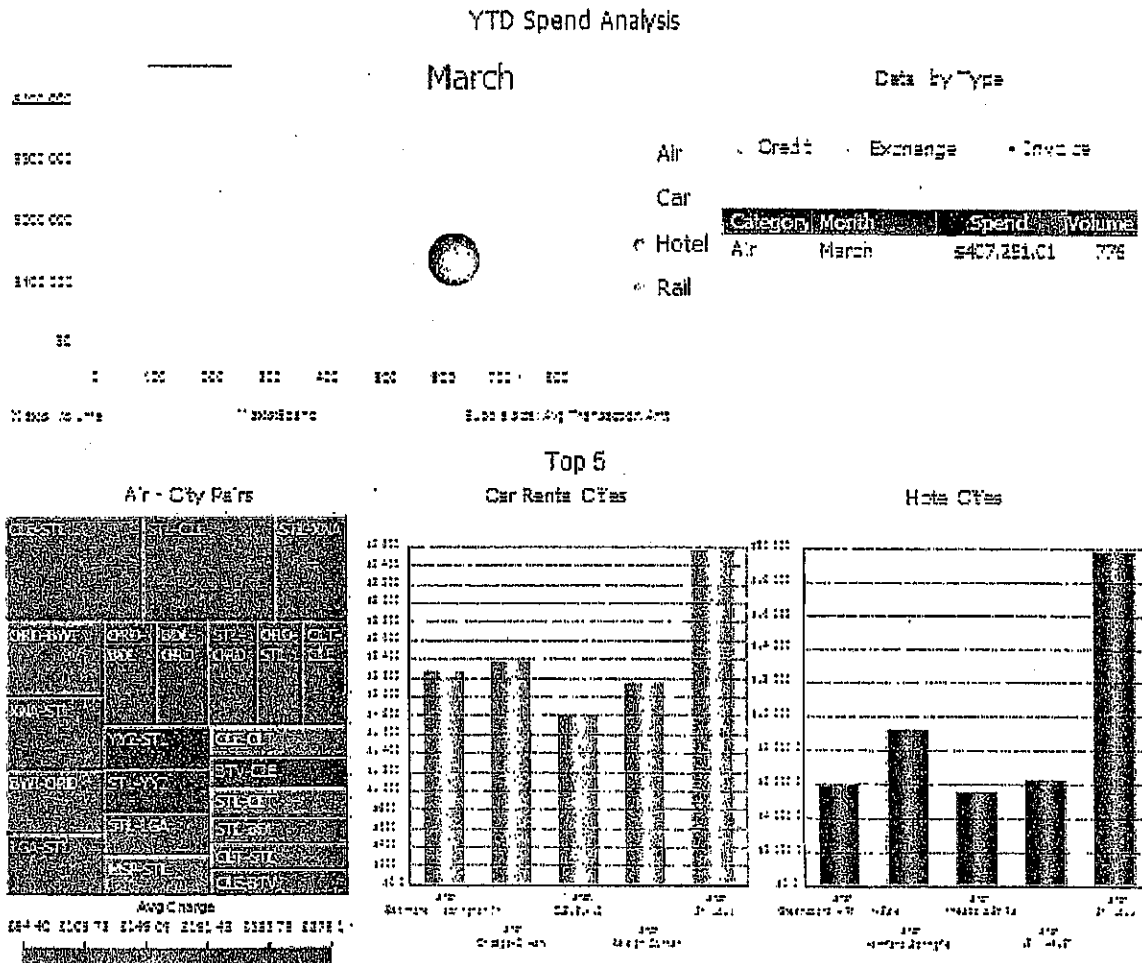
Goals Goals by Department Compliance Traveler GPA Goal Exception Travelers

Goal Metrics GPA: 3.68			Weight Towards GPA		Best Practice
Category	Actual	Goal	Grade	GPA	Practice
7 Day Advance Ticket Purchase	A 46.22%	35%	A 4.00	13.69%	70.00%
Acceptance of Low Fare	A 61.64%	60%	A 4.00	13.39%	\$5.00%
Online Booking Adoption Rate	A 41.81%	20%	A 4.00	13.69%	14.00%
Intl Flight Saturday Departure	A 13.94%	15%	A 4.00	13.69%	15.00%
Preferred Domestic Carrier Compliance	25.51%	10%	A 4.00	8.94%	na
Trips with Hotel Booking	A 33.12%	35%	A 4.00	11.11%	45.00%
Preferred Hotel Chain Compliance	A 33.69%	25%	A 4.00	4.17%	na
Intermediate Car Class Rentals	A 97.52%	80%	A 4.00	1.11%	70.00%
Trips with Car Booking	A 18.72%	10%	A 4.00	2.78%	33.00%
Preferred Car Rental Compliance	A 53.60%	50%	A 4.00	13.89%	na
Ticket Exchanges	F 13.19%	10%	F 1.00	0.94%	14.00%

Pinpoints actionable ways to save.

TS360 is an analytical dashboard tool that benchmarks hundreds of key performance indicators (KPIs) on a company's air, car and hotel spend based on real-time and historical bookings from over 20,000 companies. Benchmark against the entire database or against other companies and government entities in a given region, of a similar revenue size, same industry or see how you perform with common city pairs, hotel properties or car rental vendors.

What's more, the Best Practices ROI feature actually identifies and instantly advises where a company or government entity can realize *true savings*. Select behaviors such as *advance ticket purchase*, *ticket exchanges*, *use of the corporate on-line booking tool* or a host of other metrics to analyze your company's savings potential. With TS360 you get the real answer to your question based on real data.

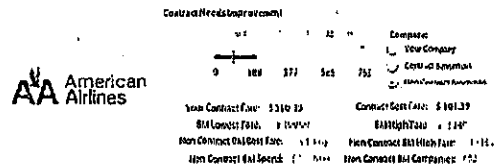


Drive your program with the **ONLY** real-time reporting & dashboard.

Users can essentially "slice and dice" travel data with few boundaries or limitations for more accurate reporting. Drill down from any data point within a report or a dashboard, instantly customize any "canned" report by adding/removing metrics, or access hundreds of expressions and formulas found in

MS Excel. TS360 transforms reports into graphical charts with a single click, while providing global reporting and analytics solutions in a variety of languages and currencies. Need to schedule your reports? They can be sent on an automated schedule and will contain the complete database so that off-line, in-depth review can take place at any time. Schedule and deliver TS360 Reports based on company hierarchy, such as division or department data for all or selected KPIs.

Selected City Pair Section MAY 08 - Chicago OHare IL (ORD)



Grade your supplier contracts vs. Industry Benchmarks.

User input and client feedback has resulted in an automated analysis of a company's contract rates compared to all air, car and hotel contract rates so travel managers can evaluate the effectiveness of negotiated rates in a given market or segment.

Analyze fare performance.

Quickly identify by various KPIs when and where airfares are at their highest and lowest as identified by actual trips processed through TS360. These results are available for an individual company or across the entire TS360 GPA database.

Access to hundreds of industry benchmarks & statistics.

TS360 provides up-to-the-minute, user-defined statistics to journalists, researchers and corporations on all travel data. Need to know the top 10 U.S. domestic airlines? The use and price of business class tickets on those carriers? No problem. It's done.

CREDIT CARD RECONCILIATION

Our MIS team assists you in reconciling your travel expenses that are centrally billed to major credit cards, such as American Express, Diners Club, Air Travel Card, etc.

All credit card billing statements are sent to TravelStore electronically on a monthly basis. This billing information is loaded into TravelStore's back office system and a "match" program is then run. Tickets appearing on the billing statements and TravelStore's back office system are compared. Items that do not match are listed on an "unmatched" listing of charges and researched for clarity.

Please see addendum for sample detailed management reports.

Section F: Profile Management (100 total points possible)

- *Identify how profiles will be managed.*
- *Describe the transition and/or set up process for existing traveler profiles.*
- *Explain how changes will be made to profiles and what fields can be changed, and how the travel agency obtains the profile change information.*
- *Explain the security process for the approval of creating a new traveler in the system.*

TravelStore currently maintains the State of California's company profile and individual traveler profiles in our central reservation system, (CRS) Sabre, Apollo and Concur Travel. TravelStore's profiles are a web-based system where the traveler or travel coordinator builds their profile online via *Concur*. A traveler will simply log on to their Concur site utilizing their specific user i.d. and password to make changes to their profiles such as frequent flyer information, credit card info, passport updates or special meal changes when necessary. All new profiles can be customized to require an approval before a new profile is built.

Existing hierarchical information can be mass imported from HRMS and ERP systems to the *Concur* user profile repository for reporting relationships and workflow routing. For actual travel profiles, TravelStore accepts a feed from the profiles already existing in the GDS. The upload process is part of our implementation program. If profiles are built manually, TravelStore works with the State of California to support the corporate enrollment process. Virtually unlimited numbers of users can logon to the application to set up profile information and start using TravelStore and the *Concur* tool. Additionally, triggers can be set in the system to notify users not enrolled by a specified date.

Should you have employee's that leave the State of California, your travel administrator or TravelStore's Client Service Manager will delete their profile once you notify us.

Section G: Transition and Implementation (100 total points possible)

- *Provide a draft implementation plan that includes timelines for implementation, key milestone dates, deliverables, and an organizational chart defining agency's responsibilities.*
- *Identify key individuals who will be responsible for implementation, their roles and responsibilities.*
- *Describe your transition and training process that will be used to ensure a smooth implementation. Specify all training to be provided including training for travel agency staff, Statewide Travel Program Staff, travelers*
- *Identify the types of training documentation that will be provided (i.e. user manuals, guides, etc.).*

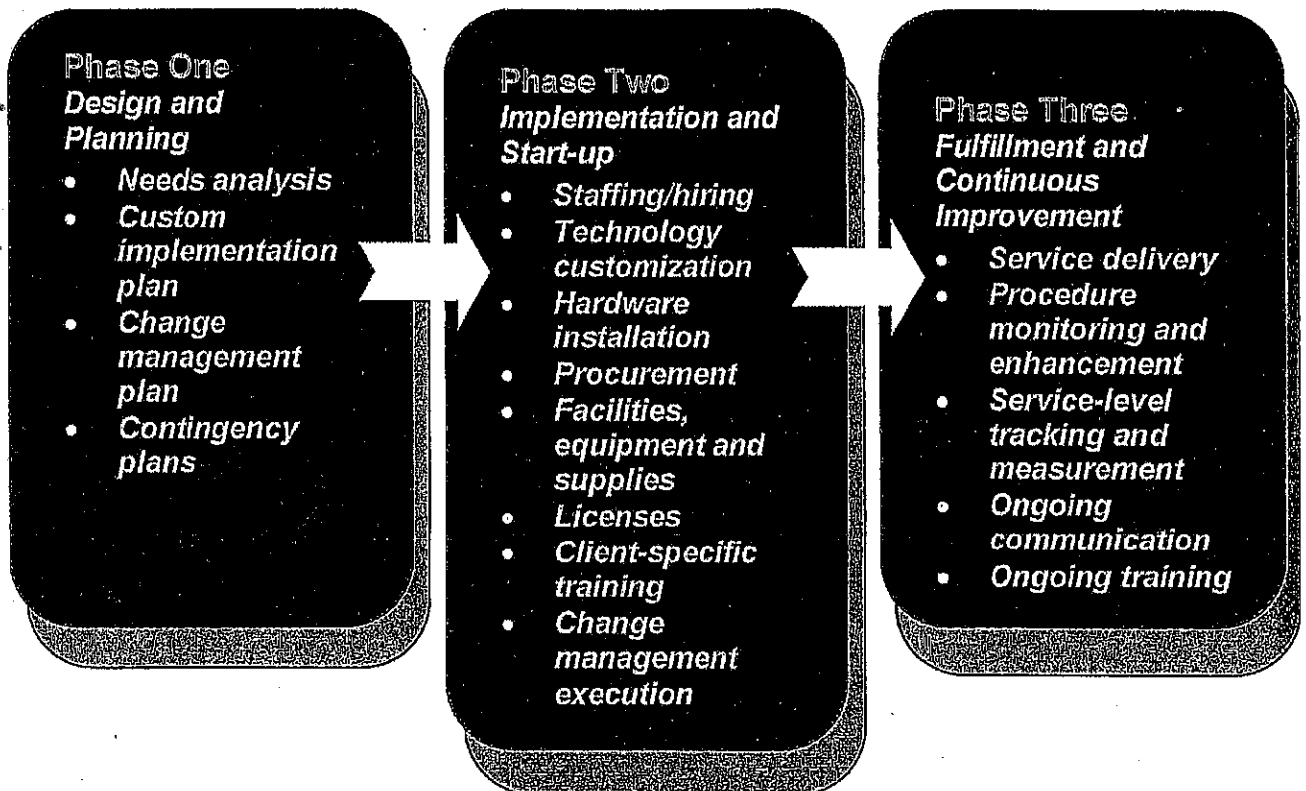
TravelStore has completed hundreds of successful implementations, including many for State of California entities as such as DMV, Air Resources Board, The City of Sacramento and the City of Los Angeles and corporations with similar travel profiles to the State of California. We base our success on our proven 90-day implementation timeline. TravelStore's implementation team will go to great lengths to ensure a smooth transition with your increase in travel volume and service needs. Our experience with implementations has taught us that effective communication with your employees play a major role in the success of any new travel program. Our objective is to gain participation and support from your key management, your travel arrangers, and travelers. Key elements of our transition process include:

- ◆ A needs analysis to identify specific travel issues and objectives
- ◆ Traveler communication to keep the State of California travelers apprised of our progress throughout the process
- ◆ Traveler and travel arranger seminars to explain the new systems and the benefits to travelers
- ◆ Meetings with key VIPs and their travel arrangers
- ◆ Weekly implementation updates with the State of California travel management team travelers.

Three-Stage Approach

We designed a comprehensive, three-stage approach to the implementation process that encompasses all facets of the transition to TravelStore.

The flowchart below summarizes the process:



Please see addendum for a detailed implementation schedule that includes actual task dates and responsibilities.

Implementation Team

TravelStore operates with a team of experts dedicated solely to client implementations. This team has applied best practices to implement and transition your travel program to TravelStore. An implementation project manager oversees the entire implementation process from beginning to end, staying on board past start-up to ensure a smooth transition. The project manager works directly with your account manager to ensure consistent communication and contingency planning.

TravelStore Implementation Team

Account Manager/Project Manager

- Oversees the entire implementation process and supervises other team members
- Holds ultimate responsibility for your on-time and efficient implementation
- Serves as your single point of contact for questions or concerns during implementation
- Manages the account following implementation

Business Development

- Transitions the project from sales to implementation
- Clarifies commitments made to the State of California

Operations Management

- Manages the operations team-on-site and full service travel consultants
- Transitions staff, identifying workflow processes and daily office procedures

Automation

- Ensures delivery of service and performance level expectations
- Coordinates all technical resources necessary for a successful implementation
- Coordinates programming of scripts, front-office and mid-office systems and ticketing
- Coordinates back-office system setup

President & CEO

- Provides executive sponsorship of the implementation
- Helps eliminate any major hurdles
- Approves major expenses

IMPLEMENTATION & MANAGEMENT TEAM

All members of TravelStore's management team have extensive experience in the travel industry, particularly in their unique specialties. The following profiles briefly summarize the management team that manages and oversees our relationship with the State of California. Their backgrounds reflect their achievement standards, and each member has a minimum of 10 years experience in the travel industry. They are all highly skilled at addressing the many details involved in successfully implementing and managing an account of your volume.

A. Anthony LaMarca, Manager Operations, State of California Travel Department

As the onsite Travel Manager for the State of California's travel department, Anthony plays a critical role in the daily operations of the State of California's travel programs success. Anthony manages all daily operations, assists with billing and accounting and staffing for the State travel department. Anthony works in tandem with David Fitzpatrick and Trudy Flores for maximum application of all TravelStore resources for the expected growth of the State of California travel program. A truly successful implementation and relationship only works if there is a partnership between the State of California and TravelStore with active State of California management participation and buy in with a realistic timeline. We successfully achieved this with our initial implementation of the consolidation of the State-wide travel program in 2009. Based on TravelStore's 27 years of managing the State of California's travel needs, our in-depth experience and streamlined operations, we can guarantee the State of California that we will continue to have a mutually successful reimplementatation and ongoing relationship of your consolidated on-site and online travel program.

B. David Fitzpatrick, Manager, Client Services:

The State of California has Mr. David Fitzpatrick, Manager; Client Services designated as one of your main contact for maximum application of all TravelStore resources. David is empowered to do provide the State of California with all of the resources of TravelStore for a successful reimplementatation, consolidation and long term relationship between the State of California and TravelStore. David partners with Trudy Flores and Anthony LaMarca for daily account management and maximum application of all TravelStore resources for the success of our relationship with the State of California and the expected growth of the State of California travel program.

C. Trudy Flores, Senior Vice President, General Manager

With over 15 years in the travel industry, Trudy has an extensive background in corporate travel operations and group travel management. Trudy is highly skilled in managing the day-to-day operations of TravelStore's Northern California operations and maintaining the high level of customer service that TravelStore is known for. As Senior Vice President and General Manager, Trudy is instrumental in the reimplementatation and long-term relationship between the State of California and TravelStore. Trudy partners with Anthony LaMarca to manage the dedicated on-site travel consultants who are servicing the State of California, and has a day-to-day relationship with the management person/persons of the State of California.

D. Melody Francis, Manager, Technical Services & IT

Melody is responsible for coordinating the implementation of all technology systems for the State of California. This includes our online booking tool, *Concur* as well as coordinating with the State of California's IT department for the installation of Group Ware, our online calendar technology. Melody works with David Fitzpatrick and Anthony LaMarca to ensure that the State of California's travel policy requirements are met with regard to pre and post ticketing authorization procedures and data collection for reporting requirements. Additionally Melody is responsible for ensuring that TravelStore's online booking tool, *Concur Travel* and quality control tool, *IQCX* is programmed according to the State of California's specific reservation requirements.

E. Jim Wright, Senior Vice President Sales & Marketing

Jim will work with the entire TravelStore implementation team to reimplement new technology and procedures for the State of California's travel program and will work with David, Anthony and Trudy on overseeing the reimplementation process. This will include additional training and reimplementation of *Concur Travel*, TravelStore's online booking tool. As TravelStore is a 100% Employee-Owned Company, Jim has stayed involved with the State of California throughout our entire relationship.

F. Daniel Iglesias, Manager of MIS

Daniel is responsible for maintaining and implementing all customized reporting requirements by the State of California. This will include TravelStore's online reporting tool, *iBank* reporting and *TS360 GPA*, TravelStore's benchmark reporting tool.

G. Wido Schaefer, Chairman & Chief Executive Officer

As TravelStore is a 100% Employee-Owned Company, everyone at TravelStore plays a role in servicing the State of California, this includes Wido Schaefer. Wido ultimately oversees the reimplementation and overall success of the relationship between the State of California and TravelStore. Wido is available for any and all meetings with the State of California. This includes during the reimplementation process and anytime thereafter.

Supplemental Resources

In addition to the key team members cited above, TravelStore provides personnel from the following areas to ensure a smooth implementation:

- Back-office support
- Fulfillment
- Mid office quality control
- Facilities management
- Human resources/recruiting
- Industry relations support
- Information technology
- Technology support
- MIS
- Performance measurement
- Hotel consulting services
- Telecommunications
- Marketing/communications
- Vacations staff
- Accounting staff
- Training

TRAVELER/TRAVEL PLANNER TRAINING AND SEMINARS

During the reimplementation, your account manager will help you to keep your travelers informed throughout the entire process. We will schedule informative seminars (at your request) to explain the travel system and the benefits to the travelers and travel arrangers, and training materials specifically designed for the State of California will be provided. Orientation seminars will be held before service begins and as often as necessary thereafter to fully address your traveler and travel arranger needs. These orientation seminars will focus on topics such as changes in reservation procedures and traveler services.

Your account manager maintains frequent contact with your travelers, travel arrangers, and the travel management staff, and provides additional training as needed. With your approval and cooperation, travelers will receive regular newsletters and e-mails to keep them updated on important travel information.

The State of California Orientation Kit

- ✓ Traveler e-Handbook
- ✓ Traveler profile instructions
- ✓ TravelStore travel app
- ✓ Travel tips
- ✓ Wallet card with company-specific travel information that includes telephone numbers and emergency information
- ✓ Special items of interest such as luggage tags, hotel guides, and negotiated rate information
- ✓ Folder summarizing key aspects of your travel policy, plus key contacts and contact numbers for the account manager and travel manager

Implementation Training For Dedicated State of California Travel Consultants

Our training department provides your designated travel consultant's with an intensive State of California-specific training program that includes, but not be limited to, the following:

- Review of travel policies and procedures
- Data collection entries required for billing and management information reports
- Policies and procedures
 - Key contacts and VIPs
 - Document distribution policies and procedures.
 - Routing of ticket refunds
- The State of California - preferred supplier programs and TravelStore reference materials
 - Airline discounts and applicable terms
 - Rental car access
 - Lodging discounts
 - TravelStore negotiated air and car programs
 - Global hotel program
 - Travel policy exception codes
- Technology customized for the State of California
 - Scripts
 - Cornerstone Technologies iQCX quality control tests
- Other policies and procedures related to operations
 - Review of your reservation procedures manual
 - Formatting procedures for Cornerstone's automated quality control programs
 - Use of all our software
 - GDS customized formatting
 - Billing procedures
 - Personal travel procedures
 - Processes for VIP services
 - Meeting planning policies
- The State of California - preferred supplier programs and TravelStore reference materials
 - Airline discounts and applicable terms
 - Rental car access
 - Lodging discounts
 - TravelStore negotiated air and car programs
 - Global hotel program

- Travel policy exception codes
- Technology customized for the State of California
 - Scripts
 - CRS Screen Highlighter
 - IQCX tests
- Other policies and procedures related to operations
 - Review of our reservation procedures manual
 - Formatting procedures for IQCX's automated quality control programs
 - Use of all our software
 - CRS formatting
 - Billing procedures
 - Personal travel procedures
 - Processes for VIP services
 - Meeting planning policies

Through our comprehensive approach to the implementation process, coupled with our team of highly experienced implementation and training personnel, TravelStore is confident that we will have a successful and seamless transition for your continued expected growth. Our goal is to ensure all State of California travelers, booking personnel, and managers are 100% comfortable partnering with TravelStore and have the resources and information needed to extract maximum value from our services and cost saving solutions.

Section H: After Hours Services (50 total points possible)

- Describe your after hour service (to be used outside of normal business hours identified in the Scope of Work), including who owns and staffs this operation, the average speed of answer and hold time, how changes to a traveler's itinerary are handled en route, and your reporting capability for this service.
- Describe your process for responding to after hours travel requests in a timely manner.

TravelStore provides 24-hour, toll free emergency reservations services to the State of California travelers through our partnership with CCRA. Our after-hours center is staffed around the clock by CCRA employees to provide your travelers and planners with the same high-quality service they receive from their dedicated TravelStore consultants. Emergency center consultants average ten years of experience with domestic and international reservations. The average speed of answer is 22 seconds and hold time less than 30 seconds.

CCRA is committed to providing exceptional, consistent service. Travel consultants working after-hours can access TravelStore's traveler profiles in the same manner that the State of California's-dedicated consultant's access profiles and they are fully trained on your specific policies and procedures. In addition, the State of California's account manager, Anthony LaMarca is always available to assist these travel consultants if special service issues arise.


Unlike some 24-hour services, CCRA can access original reservations and issue new tickets if needed.


All reservations or requests called into the 24-hour reservation center will be queued/mailed to your dedicated TravelStore consultant the next morning, keeping your dedicated consultants aware of all travel activity. All information is reported to the State of California on a monthly basis as part of your monthly reporting data.

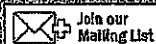

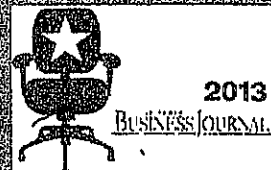
Section I: Travel Industry/Business Practices (50 total points possible)

- Describe how your agency would keep the DGS abreast of important industry news, changes and updates.
- Describe your past experiences negotiating discounts with travel providers and how those experiences can be leveraged and applied to this contract.
- Provide a list of travel consortiums to which your company is affiliated.

Through TravelStore's client services department, TravelStore makes available bi-weekly updates on airfares, special promotions, industry fluctuations, new enhancements, and internal TravelStore information. These "bi-weekly newsletter" e-mails include information on late breaking news such as travel advisories, traveler security issues, and tips for safe travel. This information is invaluable as your travelers make decisions regarding their trips and accommodations. Below is a sample of our online bi-weekly newsletter:

**TRAVELSTORE** | business travel news1-800-850-3226

TravelStore Travel News
Good morning Lorle,

No laptop or iPad required...
In this issue




Travel Insurance
Travel Requirements
Travel for US Airports
Travel Meeting Objective

COST REDUCTION MANAGEMENT

A significant element of any travel management program is the system in place to assure cost savings. TravelStore has become a leader in acquiring the lowest available fares in the marketplace. This includes airfares, hotel rates, car rental rates, and other services. In response to our client's needs, we have developed a department dedicated to negotiating discounted rates for our clients. Several existing programs significantly benefit the State of California. These programs include volume discounts based on TravelStore's influence in the industry, rate specialists attuned to finding the lowest fares, Internet fare availability and sophisticated automation systems.

AIRFARES NEGOTIATIONS

Your Account Manager and TravelStore's Industry Relations staff proactively works with suppliers on the State of California's behalf to negotiate competitive air programs. We review all of the negotiated savings programs that the State of California currently uses annually. The expertise of our Industry Relations staff, supported by our automated data capture program, enables TravelStore to save the State of California **between 10% and 25%** off annual travel and entertainment expenditures.

This strategy includes:

- ◆ Complete analysis of your current suppliers and travel patterns
- ◆ Review of the State of California's travel policy and service expectations
- ◆ Analysis of future travel destinations
- ◆ Vendor service and productivity enhancements
- ◆ Contract and proposal evaluation
- ◆ Matrix analysis of supplier goals and contracted commitments

Our Industry Relations staff provides expert assistance with travel support and negotiation services and assists the State of California in the following ways:

- ◆ Negotiations with air, car, and hotel suppliers for discounts that are offered to our entire client base, irrespective of each client's volume
- ◆ Assistance to the State of California in the analysis of your travel patterns as well as making recommendations on cost containment and enhanced revenue potential
- ◆ Analysis of supplier offers to quantify the most lucrative programs for the State of California

One of the primary responsibilities of the Industry Relations Group is to continually monitor the marketplace and deliver up-to-date advice for negotiations based on consolidated purchasing and management reporting. We maintain strong relationships with travel suppliers that support your travel management objectives of achieving maximum cost efficiencies while maintaining the highest level of service to all the State of California travelers.

Airline Small Business Programs

When clients do not have significant travel volume between specific city-pairs, we coordinate discount opportunities made available through various airline small business programs to help lower your travel costs. These programs offer a points program for the company directly and do not conflict with the individual traveler's frequent flyer loyalty program. These programs are an excellent way to accumulate points for free airline ticket usage to offset your overall travel costs.

Typically offered to smaller accounts, the following chart provides an overview of some of the airline programs available today. (Please note these programs are subject to change)

Airline	Program Conditions	Rewards
Air France Voyageur Rewards	Free Membership No Minimum Travel Requirements or Fees Minimum of at least two Travelers	Reward Flights Upgrades to Business and First Class Travel Awards, Upgrade Awards AAAdvantage Awards (AAAdvantage Gold Upgrades) Special Services Awards (Certificates for Admirals Club Day Passes & Memberships)
American Airlines Business ExtraAA	Free Membership Minimum of at least three travelers No other corporate deal with British Airways Reward Points are not transferable	Reward Flights Flight Upgrades Hotel Accommodation
British Airways On Business	Free Membership Minimum of at least five Travelers No other Corporate Deal with Continental No other corporate deal with Delta Airlines	Travel Certificates Business Products
Continental RewardOne	US: Maximum of \$500,000 spend/year Outside-US: Maximum of \$100,000 spend	Reward Flights & Flight Upgrades Crown Room Club Memberships & One Visit Passes Courtesy Coupons Silver Medallion Status
Delta Airlines Sky Bonus	Free Membership Minimum of at least five Travelers No other corporate deal with United/Lufthansa Minimum of \$20,000 spend/year No other Corporate Deal with Northwest/KLM Company based in the US, Canada, Mexico Maximum of \$400,000 spend/year	Reward Flights & Flight Upgrades United Mileage Plus Elite Club Membership Red Carpet Club Memberships & OneVisit Passes
United Airlines/Lufthansa Perks Plus	Minimum of at least two Travelers Minimum of at least five Round Trips/year Minimum of at least 20,000 core Flying Co miles/year	Reward Flights & Upgrades WorldClub Memberships & One Visit Passes Silver Elite WorldPerks Membership Reward Flights & Flight Upgrades (incl. bmi) Chauffeur Driven Car Transfers London Heathrow and Gatwick Clubhouse invitations Hertz Car Rental, Eurostar Tickets
Northwest BizPerks		
Virgin Atlantic Flying Co		

GLOBAL HOTEL PROGRAM

To augment the State of California's existing hotel program, we offer our preferred hotel program through our affiliate, BCD Travel. This collaborative effort of our worldwide partner leverages our combined strength in the negotiation of rates, program design, and implementation. The program and directory reflect the benefit of TravelStore's global vision and local market focus.

Because each client requires a different level of hotel program support, TravelStore's account managers develop customized programs consisting of:

- Your own negotiated hotel program
- Our global hotel program (described below)
- Discounted/promotional rates available through the GDS
- Our Value Rates program (described below)

In addition, our account managers either negotiate directly with hoteliers or provide negotiation support for your internal hotel procurement initiatives. TravelStore account managers will provide any level of support your program requires, from assisting clients with in sourced hotel programs (by providing MIS hotel reports or consulting on hotel RFP development) to fully developing outsourced programs.

Our Global Hotel Program

Our global hotel program ensures your travelers receive preferred rates even in business destinations beyond your own hotel program. The combined purchasing power of our global partners and our worldwide vendor relationships ensures the State of California receives discounts up to 20 percent off corporate rates and up to 40 percent off rack rates.

The global hotel program encompasses a vast range of business markets worldwide, offering you the choice of hotels that best fits your travel program. Highlights include:

- ♦ **Selection** – The global hotel program encompasses more than 14,000 hotels located in more than 3,530 cities across 133 countries, available in all major GDS.
- ♦ **Diversity** – We offer a large selection of hotels worldwide – from luxury to economy hotels — located in various city locations (city center, airport and suburban).
- ♦ **Strength** – The State of California benefits from the negotiating leverage that only our 12 million-plus room nights can provide.
- ♦ **Availability** – We have guaranteed last room availability at member hotels. Through our Rooms on Reserve program, we also secure room blocks at more than 1,636 hotels globally, offering a guaranteed inventory in key destinations during sold-out situations.
- ♦ **Perks** – We provide the State of California travelers amenities and services such as upgrades and complimentary meals at select hotels.
- ♦ **Security** – We have properly scrutinized all hotels available to ensure full compliance with local and national safety standards.

- ◆ **Access** – Our global hotel program is available via Concur Travel, through our partners and the GDS.
- ◆ **Price Promise** – at various hotels, which guarantees that the State of California travelers will receive the lowest rate even if special rates become available after the reservation is made
- ◆ **Rooms on Reserve** – (blocked space) program at more than 1,200 hotels worldwide
- ◆ **Full complimentary** – breakfast in 1,536 hotels, and complimentary continental breakfast in 1,000 hotels
- ◆ **Value-added programs** – benefiting our clients at selected hotel properties worldwide

TravelStore's Global Hotel Program average discount rates range up to 48 percent off the standard published or rack rate or 15 to 20 percent off the corporate rate.

Value Rates

We also offer the State of California the benefits of our Value Rates program. This program offers specially negotiated room inventory at deep discounts comparable to Web rates. Value Rates provides coverage in areas where the State of California may not have enough volume to negotiate preferred rates. We work with you to determine how to use our hotel discounts to augment your travel program. Value Rates offers deeply discounted rates to travelers willing to:

- Book from an allocation of specially negotiated hotel space
- Book more than 24 hours in advance

Value Rates offers travelers increased choices and pricing options in conjunction with your preferred supplier program. Because we capture all Value Rates booking data in the State of California's MIS reports, Value Rates bookings will strengthen your preferred vendor program. Key benefits include:

- ◆ **A more credible preferred vendor program** – Because business travelers are savvy shoppers, when they encounter a Web rate for a preferred supplier that is lower than your corporate rate, they lose confidence in booking within preferred vendor guidelines. When guaranteed to receive the lowest rate, travelers are more encouraged to book within policy.
- ◆ **Enhanced purchasing power** – All Value Rates bookings contribute to your targeted market share agreements.
- ◆ **Tighter control over your program** – Booking through Value Rates ensures we can locate your travelers at all times and change existing reservations. Booking through unmanaged Internet sites prevents your service team from performing these important functions.
- ◆ **Increased travel policy compliance** – The perception that the Internet offers rates better than the agency erodes traveler confidence in your overall travel policy. Value Rates drives travelers from the Internet back to using agency tools.

RENTAL CAR PROGRAM

TravelStore has negotiated nationwide programs with all the major car rental companies. These nationwide programs were designed to supplement our clients' existing rental car arrangements. Our car program rates, like our Global Hotel Program rates are best improved in direct negotiation with a promise of State of California's market share. We use our preferred partner status and purchasing power to negotiate the most advantageous programs with any car company chosen by State of California. Our rates average a discount of 10 to 23% off corporate rates.

ASSOCIATIONS AND CONSORTIUMS



TravelStore is an affiliate member of BCD Travel, the third largest global corporate travel management company in the world. With \$22 Billion U.S. in total sales and a combined worldwide workforce in excess of 11,000 employees in almost 100 countries and six continents, TravelStore and BCD Travel create customized solutions serving the needs of corporate travelers, wherever they do business.

The BCD Travel Hotel Program is designed to provide the best value at quality properties, offering a comprehensive selection of more than 40,000 properties spanning 165 countries, with 99% of the properties now offering Best Available Rate (BAR) pricing.

BCD Travel's comprehensive industry insight allow us to guide clients through a rapidly changing and complex business landscape, addressing travelers' needs on a personal level, managers' needs on a program level and procurement and finance needs on a corporate level.

Our affiliation with BCD Travel enables us to provide:

- Worldwide Travel Management
- Online Solutions
- Reporting & Analysis
- Traveler Security

This affiliation gives us the opportunity to provide our customers with savings that range from 10% to 30% off total T&E expenditures.

Additionally, TravelStore is affiliated with the following associations and consortiums:

- Signature Hotel Group
- International Association of Travel Agency's (IATA)
- American Society of Travel Agency's (A.S.T.A)
- Los Angeles Business Travel Association (L.A.B.T.A)
- National Business Travel Association (N.B.T.A)
- Sacramento Business Travel Association (S.B.T.A)
- Bay Area Business Travel Association (BABTA)
- Cruise Line Intl. Association (C.L.I.A.)

Budget Detail and Payment Provisions

Exhibit B

1. Invoicing and Payment

a) Monthly Fixed Management Fee

- (i) Commencing April 5, 2015, for services satisfactorily rendered, and upon receipt and approval of the invoices, the DGS agrees to compensate the Contractor in accordance with the Monthly Fixed Management Fee specified in Attachment 13 (Table 13-1), which is attached hereto and made a part of this Agreement.
- (ii) Invoices shall be submitted monthly in arrears of the service performed and must be submitted with contractors letterhead information, signed by an authorized representative, and shall include:
 - Agreement Number
 - Date of Invoice
 - Monthly Fee

(iii) Invoices shall be submitted to the following address:

Department of General Services
Office of Fleet and Asset Management Statewide Travel Program
Attn: Kelly Bouchard
707 3rd Street, 3rd Floor MS 600
West Sacramento, CA 95605
*State's contact may change with written notification to Contractor without an amendment to this Agreement.

b) Transaction Fee

- (i) All transaction fees will be charged per ticket to the user or traveler's applicable department, agency or government entity's state contracted Travel Payment System (TPS).
- (ii) DGS is not responsible for any other user or traveler's transaction fees.
- (iii) Transaction fees are Identified in Attachment 13 (Table 13-2), which is attached hereto and made a part of this Agreement.

2. Budget Contingency Clause

- c) It is mutually agreed that if the Budget Act of the current year and/or any subsequent years covered under this Agreement does not appropriate sufficient funds for the program, this Agreement shall be of no further force and effect. In this event, the State shall have no liability to pay any funds whatsoever to the Contractor or to furnish any other considerations under this Agreement and the Contractor shall not be obligated to perform any provisions of this Agreement.
- d) If funding for any fiscal year is reduced or deleted by the Budget Act for purposes of this program, the State shall have the option to either cancel this Agreement with no liability occurring to the State, or offer an Agreement Amendment to the Contractor to reflect the reduced amount.

3. Prompt Payment Clause

- a) Payment will be made in accordance with, and within the time specified in, Government Code Chapter 4.5, commencing with Section 927.

EXHIBIT C

GENERAL TERMS AND CONDITIONS

1. APPROVAL: This Agreement is of no force or effect until signed by both parties and approved by the Department of General Services, if required. Contractor may not commence performance until such approval has been obtained.
2. AMENDMENT: No amendment or variation of the terms of this Agreement shall be valid unless made in writing, signed by the parties and approved as required. No oral understanding or Agreement not incorporated in the Agreement is binding on any of the parties.
3. ASSIGNMENT: This Agreement is not assignable by the Contractor, either in whole or in part, without the consent of the State in the form of a formal written amendment.
4. AUDIT: Contractor agrees that the awarding department, the Department of General Services, the Bureau of State Audits, or their designated representative shall have the right to review and to copy any records and supporting documentation pertaining to the performance of this Agreement. Contractor agrees to maintain such records for possible audit for a minimum of three (3) years after final payment, unless a longer period of records retention is stipulated. Contractor agrees to allow the auditor(s) access to such records during normal business hours and to allow interviews of any employees who might reasonably have information related to such records. Further, Contractor agrees to include a similar right of the State to audit records and interview staff in any subcontract related to performance of this Agreement. (Gov. Code §8546.7, Pub. Contract Code §10115 et seq., CCR Title 2, Section 1896).
5. INDEMNIFICATION: Contractor agrees to indemnify, defend and save harmless the State, its officers, agents and employees from any and all claims and losses accruing or resulting to any and all contractors, subcontractors, suppliers, laborers, and any other person, firm or corporation furnishing or supplying work services, materials, or supplies in connection with the performance of this Agreement, and from any and all claims and losses accruing or resulting to any person, firm or corporation who may be injured or damaged by Contractor in the performance of this Agreement.
6. DISPUTES: Contractor shall continue with the responsibilities under this Agreement during any dispute.
7. TERMINATION FOR CAUSE: The State may terminate this Agreement and be relieved of any payments should the Contractor fail to perform the requirements of this Agreement at the time and in the manner herein provided. In the event of such termination the State may proceed with the work in any manner deemed proper by the State. All costs to the State shall be deducted from any sum due the Contractor under this Agreement and the balance, if any, shall be paid to the Contractor upon demand.

8. INDEPENDENT CONTRACTOR: Contractor, and the agents and employees of Contractor, in the performance of this Agreement, shall act in an independent capacity and not as officers or employees or agents of the State.

9. RECYCLING CERTIFICATION: The Contractor shall certify in writing under penalty of perjury, the minimum, if not exact, percentage of post consumer material as defined in the Public Contract Code Section 12200, in products, materials, goods, or supplies offered or sold to the State regardless of whether the product meets the requirements of Public Contract Code Section 12209. With respect to printer or duplication cartridges that comply with the requirements of Section 12156(e), the certification required by this subdivision shall specify that the cartridges so comply (Pub. Contract Code §12205).

10. NON-DISCRIMINATION CLAUSE: During the performance of this Agreement, Contractor and its subcontractors shall not unlawfully discriminate, harass, or allow harassment against any employee or applicant for employment because of sex, race, color, ancestry, religious creed, national origin, physical disability (including HIV and AIDS), mental disability, medical condition (e.g., cancer), age (over 40), marital status, and denial of family care leave. Contractor and subcontractors shall insure that the evaluation and treatment of their employees and applicants for employment are free from such discrimination and harassment. Contractor and subcontractors shall comply with the provisions of the Fair Employment and Housing Act (Gov. Code §12990 (a-f) et seq.) and the applicable regulations promulgated thereunder (California Code of Regulations, Title 2, Section 7285 et seq.). The applicable regulations of the Fair Employment and Housing Commission implementing Government Code Section 12990 (a-f), set forth in Chapter 5 of Division 4 of Title 2 of the California Code of Regulations, are incorporated into this Agreement by reference and made a part hereof as if set forth in full. Contractor and its subcontractors shall give written notice of their obligations under this clause to labor organizations with which they have a collective bargaining or other Agreement.

Contractor shall include the nondiscrimination and compliance provisions of this clause in all subcontracts to perform work under the Agreement.

11. CERTIFICATION CLAUSES: The CONTRACTOR CERTIFICATION CLAUSES contained in the document CCC 307 are hereby incorporated by reference and made a part of this Agreement by this reference as if attached hereto.

12. TIMELINESS: Time is of the essence in this Agreement.

13. COMPENSATION: The consideration to be paid Contractor, as provided herein, shall be in compensation for all of Contractor's expenses incurred in the performance hereof, including travel, per diem, and taxes, unless otherwise expressly so provided.

14. GOVERNING LAW: This contract is governed by and shall be interpreted in accordance with the laws of the State of California.

15. ANTITRUST CLAIMS: The Contractor by signing this agreement hereby certifies that if these services or goods are obtained by means of a competitive bid, the Contractor shall comply with the requirements of the Government Codes Sections set out below.

a. The Government Code Chapter on Antitrust claims contains the following definitions:

1) "Public purchase" means a purchase by means of competitive bids of goods, services, or materials by the State or any of its political subdivisions or public agencies on whose behalf the Attorney General may bring an action pursuant to subdivision (c) of Section 16750 of the Business and Professions Code.

2) "Public purchasing body" means the State or the subdivision or agency making a public purchase. Government Code Section 4550.

b. In submitting a bid to a public purchasing body, the bidder offers and agrees that if the bid is accepted, it will assign to the purchasing body all rights, title, and interest in and to all causes of action it may have under Section 4 of the Clayton Act (15 U.S.C. Sec. 15) or under the Cartwright Act (Chapter 2 (commencing with Section 16700) of Part 2 of Division 7 of the Business and Professions Code), arising from purchases of goods, materials, or services by the bidder for sale to the purchasing body pursuant to the bid. Such assignment shall be made and become effective at the time the purchasing body tenders final payment to the bidder. Government Code Section 4552.

c. If an awarding body or public purchasing body receives, either through judgment or settlement, a monetary recovery for a cause of action assigned under this chapter, the assignor shall be entitled to receive reimbursement for actual legal costs incurred and may, upon demand, recover from the public body any portion of the recovery, including treble damages, attributable to overcharges that were paid by the assignor but were not paid by the public body as part of the bid price, less the expenses incurred in obtaining that portion of the recovery. Government Code Section 4553.

d. Upon demand in writing by the assignor, the assignee shall, within one year from such demand, reassign the cause of action assigned under this part if the assignor has been or may have been injured by the violation of law for which the cause of action arose and (a) the assignee has not been injured thereby, or (b) the assignee declines to file a court action for the cause of action. See Government Code Section 4554.

16. CHILD SUPPORT COMPLIANCE ACT: For any Agreement in excess of \$100,000, the contractor acknowledges in accordance with Public Contract Code 7110, that:

a. The contractor recognizes the importance of child and family support obligations and shall fully comply with all applicable state and federal laws relating to child and family support enforcement, including, but not limited to, disclosure of information and compliance with earnings assignment orders, as provided in Chapter 8 (commencing with section 5200) of Part 5 of Division 9 of the Family Code; and

b. The contractor, to the best of its knowledge is fully complying with the earnings assignment orders of all employees and is providing the names of all new employees to the New Hire Registry maintained by the California Employment Development Department.

17. UNENFORCEABLE PROVISION: In the event that any provision of this Agreement is unenforceable or held to be unenforceable, then the parties agree that all other provisions of this Agreement have force and effect and shall not be affected thereby.

18. PRIORITY HIRING CONSIDERATIONS: If this Contract includes services in excess of \$200,000, the Contractor shall give priority consideration in filling vacancies in positions funded by the Contract to qualified recipients of aid under Welfare and Institutions Code Section 11200 in accordance with Pub. Contract Code §10353.

19. SMALL BUSINESS PARTICIPATION AND DVBE PARTICIPATION REPORTING REQUIREMENTS:

a. If for this Contract Contractor made a commitment to achieve small business participation, then Contractor must within 60 days of receiving final payment under this Contract (or within such other time period as may be specified elsewhere in this Contract) report to the awarding department the actual percentage of small business participation that was achieved. (Govt. Code § 14841.)

b. If for this Contract Contractor made a commitment to achieve disabled veteran business enterprise (DVBE) participation, then Contractor must within 60 days of receiving final payment under this Contract (or within such other time period as may be specified elsewhere in this Contract) certify in a report to the awarding department: (1) the total amount the prime Contractor received under the Contract; (2) the name and address of the DVBE(s) that participated in the performance of the Contract; (3) the amount each DVBE received from the prime Contractor; (4) that all payments under the Contract have been made to the DVBE; and (5) the actual percentage of DVBE participation that was achieved. A person or entity that knowingly provides false information shall be subject to a civil penalty for each violation. (Mil. & Vets. Code § 999.5(d); Govt. Code § 14841.)

20. LOSS LEADER:

If this contract involves the furnishing of equipment, materials, or supplies then the following statement is incorporated: It is unlawful for any person engaged in business within this state to sell or use any article or product as a "loss leader" as defined in Section 17030 of the Business and Professions Code. (PCC 10344(e).)

1. General Provisions Applying to All Policies

- a. Coverage Term – Coverage must be in force for the complete term of the contract. If insurance expires during the term of the contract, a new certificate must be received by the State at least ten (10) days prior to the expiration of this insurance. New certificates of insurance are subject to the approval of DGS, and the contractor agrees that no work or services will be performed prior to such approval. The State may, in addition to any other remedies it may have, terminate this contract should contractor fail to comply with these provisions.
- b. Policy Cancellation or Termination & Notice of Non-Renewal – Contractor is responsible to notify the State within 5 business days of any cancellation, non-renewal or material change that affects required insurance coverage. In the event Contractor fails to keep in effect at all times the specified insurance coverage, the State may, in addition to any other remedies it may have, terminate this Contract upon the occurrence of such event, subject to the provisions of this Contract.
- c. Deductible – Contractor is responsible for any deductible or self-insured retention contained within their insurance program.
- d. Primary Clause – Any required insurance contained in this contract shall be primary, and not excess or contributory, to any other insurance carried by the State.
- e. Insurance Carrier Required Rating – All insurance companies must carry a rating acceptable to the Department of General Services. If the Contractor is self-insured for a portion or all of its insurance, review of financial information including a letter of credit may be required.
- f. Endorsements – Any required endorsements requested by the State must be physically attached to all requested certificates of insurance and not substituted by referring to such coverage on the certificate of insurance.
- g. Inadequate Insurance – Inadequate or lack of insurance does not negate the contractor's obligations under the contract.

2. Commercial General Liability

Contractor will maintain general liability on an occurrence form with limits not less than \$1,000,000 per occurrence for bodily injury and property damage liability combined with a \$2,000,000 annual policy aggregate. The policy will include coverage for liabilities arising out of premises, operations, independent contractors, products, completed operations, personal & advertising injury, and liability assumed under an insured contract. This insurance will apply separately to each insured against whom claim is made or suit is brought subject to the Contractor's limit of liability.

The policy must include The State of California, its officers, agents, and employees as additional insured, but only with respect to work performed under the contract.

This endorsement must be supplied under form acceptable to the Department of General Services. In the case of Contractor's utilization of subcontractors to complete the contracted scope of work, Contractor will include all subcontractors as insured's under Contractor's insurance or supply evidence of insurance to the State equal to policies, coverages and limits required of Contractor.

3. Commercial Automobile Insurance

Contractor will maintain motor vehicle liability with limits not less than \$1,000,000 combined single limit per accident. Such insurance will cover liability arising out of a motor vehicle including owned, hired and non-owned motor vehicles.

The policy must be endorsed to include The State of California, its officers, agents, and employees as additional insured, but only with respect to work performed under the contract.

4. Workers' Compensation and Employer's Liability

Contractor will maintain statutory workers' compensation and employer's liability coverage for all its employees who will be engaged in the performance of the Contract. Employer's liability limits of \$1,000,000 are required. When work is performed on State owned or controlled property the **Workers' Compensation policy will be endorsed with a waiver of subrogation in favor of the State.**

5. Certificate of Insurance

The Certificate(s) of Insurance will provide the above listed coverages and endorsements and the Certificate Holder will read:

Department of General Services
Office of Fleet and Asset Management
707 Third Street, 3rd Floor
West Sacramento, CA 95605

ATTACHMENT 13**Cost Proposal**

As noted in the SOW, this is a two-part cost model: a monthly fixed management fee and a transaction fee. The two fees combined are inclusive of all work in the contract. Each proposer must bid both a monthly fixed management fee and a transaction fee in order to be responsive. No alternate cost proposals will be accepted. If alternate or additional cost proposals are submitted, the proposal will be deemed non-responsive.

MONTHLY FIXED MANAGEMENT FEE

DGS requires a monthly management fee charged by the TMS provider to DGS. The fee will be fixed during the first three years of the contract term and can be increased up to 3% per each optional contract extension.

The monthly fixed management fee must not include incentives, commissions and overrides.

Cost Table 13-1
Monthly Fixed Management Fee

Description	Monthly Fee (during years 1-3)	Monthly Fee (during years 4-5*)	Monthly Fee (during years 6-7*)
Management Fee	\$ 50,000 (A)	\$ 51,500 (B)	\$ 53,000 (C)

TRANSACTION FEE

DGS desires a simplified transaction fee structure. Based on the state's volume of travel and service requirements, propose transaction fees for all travel reservations including all non-ARC participating carriers, specifically Southwest Airlines, the state's primary domestic carrier. The following transaction fee requirements apply:

- There will be no compound transaction fees or after hours fees. Compound transaction fees are defined as: fees added and/or combined as a result of a change in the reservation process, such as the addition of a car or hotel to an existing reservation or going from an online to an agent assisted reservation resulting in the final cost including the assessment of multiple fees.
- There will be no online or offline transaction fees for changes, voids, refunds or exchanges.
- The DGS shall not pay for, and the transaction fees shall not include, value-added services. This includes risk management services, frequent flyer status matches, and upgrade assistance.
- The online transaction fee will change to an agent-assisted transaction fee when agent intervention is required for post-ticketing changes. This allows for a one-time maximum fee equal to the agent assisted fee, but not a total of both fees.
- Changes and exchanges to an existing reservation handled through the after-hours service will incur the after-hours fee in addition to the original fee charged for the online or agent assisted reservation. After-hours calls that result in a new reservation shall only be charged the after-hours fee.

Cost Table 13-2
Transaction Fee

Service/Description	Online Transaction Fee	Agent Assisted Transaction Fee
Air/Rail/Car/Hotel*	\$ 7 (D)	\$ 12 (E)
Hotel and/or Car Only Reservation	\$ 5 (F)	\$ 12 (G)
After Hours (Per Call)	N/A	\$ 16 (H)

*Flat fee for booking any combination of domestic or international air, rail, car, and hotel.

BIDDER DECLARATION

1. Prime bidder information (Review attached Bidder Declaration Instructions prior to completion of this form):

- a. Identify current California certification(s) (MB, SB, SB/NVSA, DVBE): or None (If "None," go to Item #2)
- b. Will subcontractors be used for this contract? Yes No (If yes, indicate the distinct element of work your firm will perform in this contract e.g., list the proposed products produced by your firm, state if your firm owns the transportation vehicles that will deliver the products to the State, identify which solicited services your firm will perform, etc.). Use additional sheets, as necessary.
TravelStore will book air, car and hotel for State of California employees. Agents will book travel as well as we will offer an online booking tool.

- c. If you are a California certified DVBE: (1) Are you a broker or agent? Yes No
(2) If the contract includes equipment rental, does your company own at least 51% of the equipment provided in this contract (quantity and value)? Yes No N/A

2. If no subcontractors will be used, skip to certification below. Otherwise, list all subcontractors for this contract. (Attach additional pages if necessary):

Subcontractor Name, Contact Person, Phone Number & Fax Number	Subcontractor Address & Email Address	CA Certification (MB, SB, DVBE or None)	Work performed or goods provided for this contract	Corresponding % of bid price.	Good Standing?	51% Rental?
Source One Communications	4210 Mason Ln Sacramento, CA 95821 info@socomm.us	DVBE SB	Printing	1%	Yes	No

CERTIFICATION: By signing the bid response, I certify under penalty of perjury that the information provided is true and correct.